

Deloitte Tax LLP  
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Thomas C. Hermanson  
Tax Services Provider

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et  
al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**FIFTH INTERIM FEE APPLICATION OF DELOITTE TAX LLP FOR  
COMPENSATION FOR SERVICES RENDERED AS TAX SERVICES PROVIDER  
FROM APRIL 1, 2020 THROUGH DECEMBER 31, 2021**

Name of Applicant:

Deloitte Tax LLP

Retained to Provide Professional Services as:

Tax Services Provider

Date of Retention:

Effective *Nunc Pro Tunc* to  
October 15, 2018 by Order entered  
January 22, 2019 [Docket No.  
1735]

Period for which Compensation and Reimbursement is Sought:

April 1, 2020 – December 31, 2021

Total Amount of Fees Requested:

\$ 257,411.50

Amount of Expense Reimbursement Sought

\$ 0.00

Total Amount of Fees and Expense Reimbursement Sought as Actual,  
Reasonable and Necessary

\$ 257,411.50

This is a(n)  Monthly  Interim  Final Fee Application/Statement

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears de Puerto Rico, Inc. (3626)); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation (4658)); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19<sup>th</sup> Floor, New York, NY 10019.

**PRIOR MONTHLY FEE APPLICATIONS FILED**

<b>Date Filed</b>	<b>Period Covered</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Approved Fees</b>	<b>Approved Expenses</b>
03/07/19 Dkt. 2771	10/15/2018 – 11/30/2018	\$1,001,528.00	\$28,458.18	\$1,001,528.00	\$28,436.80
04/15/19 Dkt. 3212	12/01/2018 – 12/31/2018	\$724,338.50	\$10,156.37	\$724,338.50	\$10,156.37
04/15/19 Dkt. 3218	01/01/2019 – 01/31/2019	\$975,867.00	\$27,305.81	\$975,867.00	\$27,305.81
04/15/19 Dkt. 3219	02/01/2019 – 02/28/2019	\$565,589.75	\$4,349.96	\$561,773.50	\$4,349.96
06/13/19 Dkt. 4228	03/01/2019 – 03/31/2019	\$564,154.00	\$9,051.99	\$564,154.00	\$9,051.99
06/28/19 Dkt. 4386	04/01/2019 – 04/30/2019	\$542,700.75	\$5,068.85	\$542,700.75	\$5,068.85
08/12/19 Dkt. 4816	05/01/2019 – 05/31/2019	\$216,380.75	\$2,437.90	\$216,380.75	\$2,437.90
08/12/19 Dkt. 4819	06/01/2019 – 06/30/2019	\$62,360.50	\$82.17	\$62,360.50	\$82.17
11/21/19 Dkt. 6070	07/01/2019 – 08/31/2019	\$122,139.50	\$0.00	\$122,139.50	\$0.00
11/21/19 Dkt. 6071	09/01/2019 – 09/30/2019	\$8,891.00	\$0.00	\$8,891.00	\$0.00
12/04/19 Dkt. 6134	10/01/2019 – 10/31/2019	\$10,333.00	\$0.00	\$10,333.00	\$0.00
06/04/20 Dkt. 8003	11/01/2019 – 03/31/2020	\$53,343.50	\$0.00	\$53,343.50	\$0.00
01/04/21 Dkt. 9212	04/01/2020 – 10/31/2020	\$60,260.00	\$0.00	\$48,208.00	\$0.00
05/11/22 Dkt. 10431	11/01/2020 – 12/31/2021	\$197,151.50	\$0.00	-	-

## PERSONNEL

For the Fifth Interim Fee Application Period from April 1, 2020 – December 31, 2021

Professional	Level	Rate	Hours	Fees
<b><i>Preparation of Fee Applications</i></b>				
Chatten, Colin	Senior Consultant	\$450.00	5.6	\$2,520.00
McDonald, Carisa	Senior Consultant	\$450.00	1.3	\$585.00
Chatten, Colin	Consultant	\$325.00	15.4	\$5,005.00
Abrom, Carisa	Consultant	\$325.00	3.9	\$1,267.50
<b>Professional Subtotal:</b>			<b>26.2</b>	<b>\$9,377.50</b>
Professional	Level	Rate	Hours	Fees
<b><i>State Tax Audit Services</i></b>				
Dugan, Mike	Managing Director	\$850.00	1.5	\$1,275.00
Kohberger, Mary	Managing Director	\$850.00	1.0	\$850.00
Sullivan, Brian	Managing Director	\$850.00	7.2	\$6,120.00
Caplan, Donald	Manager	\$595.00	0.5	\$297.50
<b>Professional Subtotal:</b>			<b>10.2</b>	<b>\$8,542.50</b>
Professional	Level	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
Bryan, Michael	Managing Director	\$975.00	5.0	\$4,875.00
Forrest, Jonathan	Partner/Principal	\$975.00	16.4	\$15,990.00
Penico, Victor	Managing Director	\$975.00	2.2	\$2,145.00
Boulos, Ala'a	Partner/Principal	\$850.00	33.7	\$28,645.00
Corretjer, Michelle	Managing Director	\$850.00	3.1	\$2,635.00
Dugan, Mike	Managing Director	\$850.00	0.4	\$340.00
Fein, Brad	Partner/Principal	\$850.00	5.5	\$4,675.00
Hermanson, Thomas	Managing Director	\$850.00	0.7	\$595.00
Miller, Christian	Partner/Principal	\$850.00	0.4	\$340.00
Rossen, Michael	Managing Director	\$850.00	0.3	\$255.00
Stoops, Kenneth	Managing Director	\$850.00	0.5	\$425.00
Sullivan, Brian	Managing Director	\$850.00	38.4	\$32,640.00
Tzavelis, Elias	Partner/Principal	\$850.00	14.8	\$12,580.00
Anand, Rajiv	Senior Manager	\$725.00	2.0	\$1,450.00
Butler, Mike	Senior Manager	\$725.00	34.9	\$25,302.50
Espinola, Jonathan	Senior Manager	\$725.00	11.7	\$8,482.50
Fielding, Stephen	Senior Manager	\$725.00	22.2	\$16,095.00
Savage, Tara	Senior Manager	\$725.00	40.0	\$29,000.00
Frausto Cornish, Maria	Manager	\$595.00	16.7	\$9,936.50
Modi, Archita	Manager	\$595.00	2.0	\$1,190.00
Schreiber, Mandy	Manager	\$595.00	31.0	\$18,445.00
Chan, Felix	Senior Consultant	\$450.00	8.6	\$3,870.00
Chatten, Colin	Senior Consultant	\$450.00	18.0	\$8,100.00

Suresh, Shalini	Senior Consultant	\$450.00	18.8	\$8,460.00
Wright, Tory	Senior Consultant	\$450.00	0.5	\$225.00
Allegretti, Joe	Consultant	\$325.00	1.6	\$520.00
Chatten, Colin	Consultant	\$325.00	7.0	\$2,275.00
<b>Professional Subtotal:</b>		<b>336.4</b>		<b>\$239,491.50</b>
<b>Total</b>	Blended Rate:	<b>\$690.48</b>	<b>372.8</b>	<b>\$257,411.50</b>

## COMPENSATION BY CATEGORY

For the Fifth Interim Fee Application Period from April 1, 2020 – December 31, 2021

Categories	Hours	Fees
Preparation of Fee Applications	26.2	\$9,377.50
State Tax Audit Services	10.2	\$8,542.50
Tax Restructuring Services	336.4	\$239,491.50
<b>Fee's Category Subtotal :</b>	<b>372.8</b>	<b>\$257,411.50</b>

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et  
al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**FIFTH INTERIM FEE APPLICATION OF DELOITTE TAX LLP FOR  
COMPENSATION FOR SERVICES RENDERED AS TAX SERVICES PROVIDER  
FROM APRIL 1, 2020 THROUGH DECEMBER 31, 2021**

Pursuant to sections 105, 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (collectively the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York adopted by the Court on November 25, 2009 (the “Local Rules”), United States Bankruptcy Court of the Southern District of New York’s General Order M-447 signed on January 29, 2013 by Chief Judge Cecelia G. Morris (the “General

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovol Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears de Puerto Rico, Inc. (3626)); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit , LLC (f/k/a Sears Brands Business Unit Corporation (4658)); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19<sup>th</sup> Floor, New York, NY 10019.

Order") and this Court's Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated November 16, 2018 (the "Interim Compensation Order") (Docket No. 796), Deloitte Tax LLP ("Deloitte Tax" or "Applicant"), as the Debtors' tax services provider, hereby submits its fifth interim fee application ("Fifth Interim Fee Application") for the interim compensation of professional services performed by Deloitte Tax for the period commencing April 1, 2020 through and including December 31, 2021 (the "Fifth Interim Fee Application Period").

By this Fifth Interim Fee Application, Deloitte Tax seeks compensation in the amount of \$257,411.50 for the Fifth Interim Fee Application Period. Deloitte Tax does not seek any reimbursement of expenses for the Fifth Interim Fee Application Period.

### **JURISDICTION**

1. The Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

### **STATUTORY BASIS**

2. The statutory predicates for the relief requested herein are: (i) sections 328, 330 and 331 of the Bankruptcy Code; (ii) rule 2016 of the Bankruptcy Rules; (iii) rule 2016-1 of the Local Rules; and (iv) the Interim Compensation Order. This Interim Fee Application has been prepared in accordance with General Order 447 and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, effective January 30, 1996 (the "UST Guidelines" and, together with the General Order 447, the "Guidelines"). Pursuant to the Guidelines, a certification regarding compliance with the Guidelines is attached hereto as Exhibit C.

## **BACKGROUND**

3. On October 15, 2018 (the “Petition Date”),<sup>2</sup> the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ cases are being jointly administered for procedural purposes pursuant to Bankruptcy Rule 1015 (b).

4. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of these cases are proper under 28 U.S.C. §§ 1408 and 1409.

5. On October 24, 2018, the Office of the United States Trustee for the Southern District of New York appointed an official committee of unsecured creditors in these chapter 11 cases pursuant to section 1102 of the Bankruptcy Code.

## **RETENTION OF DELOITTE TAX LLP**

6. The retention of Deloitte Tax, as tax services provider was approved effective October 15, 2018 by this Court’s “Order Authorizing the Debtors to Retain Deloitte Tax LLP as Tax Services Provider for the Debtors *Nunc Pro Tunc* to October 15, 2018” entered on or about January 22, 2019 (the “Retention Order”) (Docket No. 1735). The Retention Order authorized the Debtors to employ Deloitte Tax pursuant to the terms and conditions set forth in (i) that certain work order, dated February 1, 2018 to provide certain tax advisory services related to the Debtors’ debt exchange transaction (the “Transaction Work Order”); and (ii) that certain work order, dated October 15, 2018, to provide certain tax advisory services relating to the Debtors’ restructuring (the “Restructuring Work Order”) (collectively, the “Engagement Agreements”) between Deloitte

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<sup>2</sup> All of the Debtors filed for chapter 11 on October 15, 2018, with the exception of SHC Licensed Business LLC (filed on October 18, 2018), SHC Promotion LLC (filed on October 22, 2018) and SRe Holding Corporation (filed on January 7, 2019).

Tax and the Debtors. Pursuant to the Retention Order, Deloitte Tax was authorized to perform and to be compensated for professional services and reimbursed for actual and necessary expenses incurred on behalf of the Debtors effective October 15, 2018, subject to application to this Court as set forth therein.

**REQUESTED RELIEF AND BASIS THEREFORE**

7. By this Fifth Interim Fee Application and pursuant to the terms and conditions set forth in the Engagement Agreements, Deloitte Tax requests compensation of 100% of its total fees in the amount of \$257,411.50 during the Fifth Interim Fee Application Period.

8. All services for which Deloitte Tax requests compensation were performed for or on behalf of the Debtors. Deloitte Tax has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Fifth Interim Fee Application, except as set forth herein. There is no agreement or understanding between Deloitte Tax and any nonaffiliated person or unrelated person for the sharing of compensation to be received for services rendered in these chapter 11 cases.

9. The time detail for the Fifth Interim Fee Application Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each professional and paraprofessional during the Fifth Interim Fee Application Period. To the best of Deloitte Tax's knowledge, this Fifth Interim Fee Application substantially complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the General Order and the Interim Compensation Order (except as set forth herein). Deloitte Tax's time reports are entered and organized by the professional or paraprofessional performing the described services on a daily basis.

10. The names of the partners, principals and other professionals, who have rendered professional services in these chapter 11 cases during the Fifth Interim Fee Application Period,

along with a more detailed identification of the actual services provided, are set forth in the attached Exhibit A.

11. The services rendered by Deloitte Tax during the Fifth Interim Fee Application Period can be grouped into the categories set forth below. Deloitte Tax attempted to place the services provided in the category that best related to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed identification of the actual services provided set forth in the attached Exhibit A. Exhibit A identifies the professionals and paraprofessionals who rendered services relating to each category, along with the number of hours for each individual and the total compensation sought for each category.

12. Deloitte Tax affiliates, Deloitte Transactions and Business Analytics LLP and Deloitte & Touche LLP have also provided services to the Debtors, which were approved by separate retention orders of this Court, both entered on January 22, 2019 (Dockets 1734 and 1736, respectively). The fees and expenses of these entities have been the subject of separate fee applications.

### **SUMMARY OF SERVICES PERFORMED**

13. This Fifth Interim Fee Application covers the fees incurred during the Fifth Interim Fee Application Period. Deloitte Tax believes it appropriate to be compensated for the time spent in connection with these matters, and sets forth a narrative description of the services rendered for the Debtors and the time expended, organized by project task categories, as follows:

#### **1. Tax Restructuring Services**

14. During the Fifth Interim Fee Application Period, Deloitte Tax performed the following services:

- a. Advised the Debtors regarding the restructuring and bankruptcy emergence process from a tax perspective;
- b. Assisted the Debtors with documenting, as appropriate, the tax analysis, development of the Debtors' recommendation, observations, and correspondence for tax matters related to various restructuring transactions;
- c. Revised the "shift analysis" under section 382 of the Internal Revenue Code and assisted the Debtors in responding to inquiries regarding waivers to stock transfer restrictions; and
- d. Advised the Debtors on income tax return reporting of bankruptcy issues and related matters, including:
  - i. Advised the Debtors on state income tax treatment of restructuring transactions in various jurisdictions including cancellation of indebtedness calculation, adjustments to tax attributes and limitations on tax attribute utilization; and
  - ii. Considered the Debtors' available tax attributes (tax basis in assets, tax basis in subsidiary stock, and net operating loss carryovers) following certain restructuring transactions.

Total Category (Apr. 1, 2020 – Dec. 31, 2021)	Time Expended	Fees
Tax Restructuring Services	336.4 Hours	\$ 239,491.50

## **2. State Tax Audit Services**

15. During the Fifth Interim Fee Application Period, Deloitte Tax advised the Debtors on responding to tax notices and audit assessments from various taxing authorities, including Illinois payroll and sales tax assessments related to pre-petition tax periods.

Total Category (Apr. 1, 2020 – Dec. 31, 2021)	Time Expended	Fees

State Tax Audit Services	10.2 Hours	\$ 8,542.50
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### **3. Preparation of Fee Applications**

16. During the Fifth Interim Fee Application Period, staff for Deloitte Tax prepared its monthly and interim fee applications in accordance with the Interim Compensation Order. Deloitte Tax filed its third interim fee application covering the period from July 1, 2019 through October 31, 2019 on December 4, 2019 [Docket No. 6137]. The fees sought for the preparation of monthly fee statements and schedules in this and in prior fee applications represent 1.0% of all fees requested by Deloitte Tax to date for this category.

Total Category (Apr. 1, 2020 – Dec. 31, 2021)	Time Expended	Fees
Preparation of Fee Applications	26.2 Hours	\$ 9,377.50

### **ALLOWANCE OF COMPENSATION**

#### **A. Compensation Sought**

17. Because of the benefits realized by the Debtors, the nature of services provided, the amount of work done, the time consumed and the skill required, Deloitte Tax requests that it be allowed, on an interim basis, compensation for the professional services rendered during the Fifth Interim Fee Application Period in the sum of \$257,411.50.

18. During the Fifth Interim Fee Application Period, allowance of compensation in the amount requested would result in a blended hourly billing rate for professionals of approximately \$690.48. The fees charged by Deloitte Tax in these chapter 11 cases are billed in accordance with its existing billing structure and procedures in effect during the Fifth Interim Fee Application Period.

19. Deloitte Tax respectfully submits that the professional services rendered by Deloitte Tax for the Debtors during the Fifth Interim Fee Application Period were reasonable, necessary and appropriate to the administration of these chapter 11 cases and related matters.

**DELOITTE TAX'S REQUESTED FEES SHOULD BE ALLOWED BY THIS COURT**

20. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

21. In these chapter 11 cases, Deloitte Tax respectfully submits that the services for which it seeks compensation in the Fifth Interim Fee Application Period were necessary for and beneficial to the Debtors and were performed economically, effectively, and efficiently. Deloitte Tax further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors. Further, in accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (i) the complexity of these chapter 11 cases; (ii) the time expended; (iii) the nature and extent of the services rendered; (iv) the value of such services; and (v) the costs of

comparable services other than in a case under the Bankruptcy Code. Accordingly, the approval of the compensation and expense reimbursement sought herein is warranted.

**CERTIFICATE OF COMPLIANCE AND WAIVER**

22. Finally, as set forth in Exhibit C attached hereto, the undersigned representative of Deloitte Tax certifies that it has reviewed the requirements of rule 2016-1 of the Local Rules and that the Application substantially complies with that Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-1, Deloitte Tax believes that such deviations are not material and respectfully requests that any such requirement be waived.

**WHEREFORE**, pursuant to the Interim Compensation Order, Deloitte Tax respectfully requests that, for the period from April 1, 2020 through December 31, 2021, the Court (i) grant Deloitte Tax interim allowance of compensation in the amount of \$257,411.50 for professional services rendered during the Fifth Interim Fee Application Period, (ii) authorize and direct the Debtors to pay the foregoing amounts to the extent not previously paid, and (iii) grant such other and further relief as may be just and proper.

Dated: May 11, 2022  
Chicago, Illinois

Respectfully submitted,

/s/ Thomas C. Hermanson  
Deloitte Tax LLP  
Thomas C. Hermanson, Managing Director  
111 S. Wacker Drive  
Chicago, Illinois 60606-4301  
Telephone: 312-486-9858

TAX SERVICES PROVIDER

**EXHIBIT A**

**PROFESSIONAL SERVICES TIME DETAIL FOR DELOITTE TAX FOR  
THE FIFTH INTERIM FEE APPLICATION PERIOD**

**APRIL 1, 2020 THROUGH DECEMBER 31, 2021**

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<i>Preparation of Fee Applications</i>				
03/30/2020	Chatten, Colin Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.8	\$260.00
04/02/2020	Chatten, Colin Review combined November 2019 - March 2020 fee application.	\$325.00	1.1	\$357.50
04/08/2020	Chatten, Colin Prepare summary of fees and expenses pursuant to M-III.	\$325.00	0.9	\$292.50
04/14/2020	Chatten, Colin Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.8	\$260.00
04/15/2020	McDonald, Carisa Prepare combined fee application through March 2020	\$325.00	1.0	\$325.00
04/16/2020	Chatten, Colin Review December, January, and February fee application.	\$325.00	0.2	\$65.00
04/21/2020	Chatten, Colin Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.6	\$195.00
04/22/2020	McDonald, Carisa Finalize combined monthly fee statement.	\$325.00	1.0	\$325.00
04/30/2020	Chatten, Colin Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	1.0	\$325.00
05/11/2020	Chatten, Colin Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	1.0	\$325.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<i>Preparation of Fee Applications</i>				
05/18/2020	Chatten, Colin Prepare summary of fees and expenses pursuant to request from M-III; discuss response to fee examiner with E. Tzavelis and S. Fielding.	\$325.00	1.5	\$487.50
05/27/2020	Chatten, Colin Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.6	\$195.00
06/01/2020	Chatten, Colin Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.5	\$162.50
06/08/2020	Chatten, Colin Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.5	\$162.50
06/17/2020	Chatten, Colin Prepare summary of fees and expenses pursuant to request from M-III	\$325.00	0.5	\$162.50
06/22/2020	Chatten, Colin Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.5	\$162.50
06/29/2020	Chatten, Colin Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.5	\$162.50
07/06/2020	Chatten, Colin Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.5	\$162.50
07/28/2020	Chatten, Colin Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.7	\$227.50

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees	
<i>Preparation of Fee Applications</i>					
08/03/2020					
	Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.5	\$162.50
	McDonald, Carisa	Update fee exhibit PDF.	\$325.00	0.2	\$65.00
08/12/2020					
	Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.5	\$162.50
08/19/2020					
	Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.4	\$130.00
09/09/2020					
	Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	1.2	\$390.00
09/14/2020					
	Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.6	\$195.00
10/07/2020					
	McDonald, Carisa	Review fees from April 2020 to September 2020 for preparation of combined monthly fee statement.	\$325.00	0.4	\$130.00
10/21/2020					
	McDonald, Carisa	Prepare combined fee statement for April 2020 - Sept 2020.	\$325.00	0.9	\$292.50
10/26/2020					
	McDonald, Carisa	Review comments on combined fee statement for April 2020 - September 2020.	\$325.00	0.4	\$130.00
11/10/2020					
	Chatten, Colin	Prepare summary of fees and expenses and projection of estimates fees pursuant to request from M-III.	\$450.00	2.0	\$900.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<i>Preparation of Fee Applications</i>				
12/08/2020	Chatten, Colin Prepare summary of fees and expenses pursuant to request from M-III.	\$450.00	1.0	\$450.00
12/17/2020	McDonald, Carisa Update combined monthly fee statement for the period April 2020 to October 2020.	\$450.00	0.8	\$360.00
01/21/2021	Chatten, Colin Prepare summary of fees and expenses pursuant to request from M-III.	\$450.00	1.0	\$450.00
02/19/2021	Chatten, Colin Prepare summary of fees and expenses pursuant to request from M-III.	\$450.00	0.8	\$360.00
04/21/2021	Chatten, Colin Review fourth interim fee application	\$450.00	0.8	\$360.00
04/26/2021	McDonald, Carisa Update fourth interim fee application.	\$450.00	0.5	\$225.00
Subtotal for Preparation of Fee Applications:				26.2 \$9,377.50
<i>State Tax Audit Services</i>				
12/29/2020	Sullivan, Brian Review documentation provided by Miii, Transform and Weil regarding Illinois payroll withholding tax assessment, including notices and email correspondence with Illinois representatives	\$850.00	1.2	\$1,020.00
12/31/2020	Sullivan, Brian Call with C. Bojanowski (Transform) regarding Illinois payroll withholding tax assessment	\$850.00	0.3	\$255.00
01/05/2021	Dugan, Mike Review payroll tax notice from Illinois.	\$850.00	0.5	\$425.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>State Tax Audit Services</i></b>				
01/05/2021				
	Sullivan, Brian Draft email to R. Lynch (Illinois Assistant Attorney General) regarding payroll withholding tax assessment and claim	\$850.00	0.5	\$425.00
	Sullivan, Brian Review Illinois appeal of payroll withholding tax assessment	\$850.00	0.4	\$340.00
01/06/2021				
	Sullivan, Brian Call with R. Lynch (Illinois Assistant Attorney General) to discuss payroll withholding tax assessment and claim	\$850.00	0.3	\$255.00
01/15/2021				
	Sullivan, Brian Draft email to B. Lynch (Illinois Attorney General Office) regarding Illinois payroll withholding claim	\$850.00	0.1	\$85.00
02/03/2021				
	Sullivan, Brian Draft email to B. Lynch (Illinois Department of Revenue) regarding outstanding payroll tax assessments and request copies of withdrawal documentation	\$850.00	0.6	\$510.00
06/01/2021				
	Sullivan, Brian Call with E. Tzavelis, S. Fielding, C. Chatten, M. Dugan, T. Hermanson (Deloitte) regarding letter from NJ Division of Taxation.	\$850.00	0.3	\$255.00
10/14/2021				
	Sullivan, Brian Review email and attachments from M. Korycki (M3) related to Illinois tax assessment	\$850.00	1.1	\$935.00
10/20/2021				
	Dugan, Mike Call with B. Sullivan and B. Walsh (Deloitte) to discuss the pending sales/use and withholding tax claims and assessments in Illinois, including personal liability assessments against former officers	\$850.00	0.5	\$425.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>State Tax Audit Services</i></b>				
10/20/2021				
	Sullivan, Brian Call with M. Dugan and B. Walsh (Deloitte) to discuss the pending sales/use and withholding tax claims and assessments in Illinois, including personal liability assessments against former officers	\$850.00	0.5	\$425.00
10/21/2021				
	Kohberger, Mary Pat Review and signing of power of attorney for certain Illinois state tax matters.	\$850.00	1.0	\$850.00
	Sullivan, Brian Review draft Illinois Power of Attorney (POA) forms pertaining to certain Illinois state tax matters.	\$850.00	0.3	\$255.00
10/28/2021				
	Caplan, Donald Preparation of draft of IL power of attorney forms (Form 2848 and Form 2848-A)	\$595.00	0.5	\$297.50
	Sullivan, Brian Draft email to M. Korycki (Miii) regarding Illinois Power of Attorney for Illinois sales/use and withholding tax assessment	\$850.00	0.3	\$255.00
12/01/2021				
	Sullivan, Brian Draft email to M. Korycki (Miii) regarding status of Illinois sales tax audit and power of attorney statement	\$850.00	0.4	\$340.00
12/08/2021				
	Dugan, Mike Discussion with B. Sullivan regarding Illinois sales tax matter, outstanding power of attorney regarding individual tax matters on officers	\$850.00	0.5	\$425.00
	Sullivan, Brian Discussion with M. Dugan regarding Illinois sales tax matter, outstanding power of attorney regarding individual tax matters on officers	\$850.00	0.5	\$425.00
12/21/2021				
	Sullivan, Brian Review email correspondence between M. Korycki (Miii) and Illinois Department of Revenue related to Power of Attorney validations	\$850.00	0.2	\$170.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>State Tax Audit Services</i></b>				
12/22/2021				
Sullivan, Brian	Draft email to R. Lynch (Illinois Attorney General's Office) regarding Illinois tax assessments	\$850.00	0.2	\$170.00
	Subtotal for State Tax Audit Services:		10.2	\$8,542.50
<b><i>Tax Restructuring Services</i></b>				
05/11/2020				
Bryan, Michael	Call with client and state regarding case closure plan.	\$975.00	0.8	\$731.25
05/15/2020				
Bryan, Michael	Review of draft assessment by state.	\$975.00	0.8	\$731.25
05/18/2020				
Bryan, Michael	Review draft assessment from state.	\$975.00	1.0	\$975.00
Dugan, Mike	Analyze New Jersey proposed assessment.	\$850.00	0.4	\$340.00
05/27/2020				
Bryan, Michael	Review client analysis of draft assessment, discuss with client team on call.	\$975.00	1.5	\$1,462.50
06/04/2020				
Bryan, Michael	Discussion regarding assessment, settlement, next steps with Transform and Weil personnel.	\$975.00	1.0	\$975.00
09/04/2020				
Chatten, Colin	Call with S. Goldring, M. Hoenig, E. Remijan (Weil), E. Tzavelis, S. Fielding, B. Sullivan, J. Espinola (Deloitte Tax), L. Meerschaert, K. Lejkowski, C. Olsen (Transform), M. Korycki, B. Griffith (M-III) regarding certain state tax liabilities.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with S. Goldring, M. Hoenig, E. Remijan (Weil), B. Sullivan, S. Fielding (Deloitte Tax) regarding certain state tax liabilities and related asset purchase agreement provisions.	\$325.00	0.5	\$162.50

# Sears Holdings Corporation

## Deloitte Tax LLP

### Fees Sorted by Category for the Fee Period

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
09/04/2020				
Espinola, Jonathan	Call with S. Goldring, M. Hoenig, E. Remijan (Weil), E. Tzavelis, S. Fielding, B. Sullivan, C. Chatten (Deloitte Tax), L. Meerschaert, K. Lejkowski, C. Olsen (Transform), M. Korycki, B. Griffith (M-III) regarding certain state tax liabilities and related.	\$725.00	0.7	\$507.50
Fielding, Stephen	Call with S. Goldring, M. Hoenig, E. Remijan (Weil), C. Chatten, B. Sullivan (Deloitte Tax) regarding certain state tax liabilities and related asset purchase agreement provisions.	\$725.00	0.5	\$362.50
Fielding, Stephen	Call with S. Goldring, M. Hoenig, E. Remijan (Weil), E. Tzavelis, B. Sullivan, C. Chatten, J. Espinola (Deloitte Tax), L. Meerschaert, K. Lejkowski, C. Olsen (Transform), M. Korycki, B. Griffith (M-III) regarding certain state tax liabilities and APA.	\$725.00	0.7	\$507.50
Sullivan, Brian	Call with S. Goldring, M. Hoenig, E. Remijan (Weil), C. Chatten, S. Fielding (Deloitte Tax) regarding certain state tax liabilities and related asset purchase agreement provisions.	\$850.00	0.5	\$425.00
Sullivan, Brian	Call with S. Goldring, M. Hoenig, E. Remijan (Weil), E. Tzavelis, S. Fielding, J. Espinola, C. Chatten (Deloitte), L. Meerschaert, K. Lejkowski, C. Olsen (Transform), M. Korycki, B. Griffith (M-III) regarding certain state tax liabilities and related APA	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Goldring, M. Hoenig, E. Remijan (Weil), S. Fielding, B. Sullivan, C. Chatten, J. Espinola (Deloitte Tax), L. Meerschaert, K. Lejkowski, C. Olsen (Transform), M. Korycki, B. Griffith (M-III) regarding certain state tax liabilities.	\$850.00	0.7	\$595.00
09/08/2020				
Allegretti, Joe	Discuss California state tax liability with E. Tzavelis, M. Butler, S. Fielding, and C. Chatten (Deloitte Tax).	\$325.00	0.4	\$130.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
09/08/2020				
Butler, Mike	Review historical analysis initially prepared to analyze question regarding potential state tax liability	\$725.00	1.4	\$1,015.00
Butler, Mike	Discuss California state tax liability with E. Tzavelis, J. Allegretti, S. Fielding, and C. Chatten (Deloitte Tax).	\$725.00	0.4	\$290.00
Chatten, Colin	Discuss California state tax liability with E. Tzavelis, M. Butler, J. Allegretti, and S. Fielding (Deloitte Tax).	\$325.00	0.4	\$130.00
Espinola, Jonathan	Call with B. Sullivan (Deloitte Tax) regarding 2019 California tax liability pertaining to bankruptcy emergence transactions.	\$725.00	0.9	\$652.50
Espinola, Jonathan	Review 2019 California return for discussion with B. Sullivan regarding state tax leakage.	\$725.00	0.6	\$435.00
Espinola, Jonathan	Review 2019 Connecticut return for discussion with B. Sullivan regarding state tax leakage.	\$725.00	0.6	\$435.00
Espinola, Jonathan	Review 2019 Federal return regarding state tax leakage in California and Connecticut.	\$725.00	0.7	\$507.50
Fielding, Stephen	Discuss California state tax liability with E. Tzavelis, M. Butler, J. Allegretti and C. Chatten (Deloitte Tax).	\$725.00	0.4	\$290.00
Sullivan, Brian	Call with J. Espinola (Deloitte Tax) regarding 2019 California tax liability pertaining to bankruptcy emergence transactions.	\$850.00	0.9	\$765.00
Sullivan, Brian	Review California tax returns for short period 1.	\$850.00	2.1	\$1,785.00
Tzavelis, Elias	Discuss California state tax liability with M. Butler, J. Allegretti, S. Fielding, and C. Chatten (Deloitte Tax).	\$850.00	0.4	\$340.00
09/09/2020				
Allegretti, Joe	Discuss potential worthless stock deductions in taxable asset sale scenario with C. Chatten (Deloitte Tax).	\$325.00	0.2	\$65.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
09/09/2020				
Allegretti, Joe	Call with C. Chatten, S. Fielding, J. Forrest, M. Butler, J. Espinola, and B. Sullivan (Deloitte Tax) regarding certain state tax liabilities and related asset purchase agreement provisions.	\$325.00	0.5	\$162.50
Allegretti, Joe	Review the taxable asset sale calculation prepared as of the tax year ended February 2, 2019 prior to internal discussion related to California state tax leakage.	\$325.00	0.5	\$162.50
Butler, Mike	Call with C. Chatten, S. Fielding, J. Forrest, J. Allegretti, J. Espinola, and B. Sullivan (Deloitte Tax) regarding certain state tax liabilities and related asset purchase agreement provisions.	\$725.00	0.5	\$362.50
Butler, Mike	Discuss U.S. federal income tax implications of taxable section 363 sale with C. Chatten (Deloitte Tax).	\$725.00	0.7	\$507.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, J. Forrest, J. Allegretti, M. Butler, J. Espinola, and B. Sullivan (Deloitte Tax) regarding certain state tax liabilities and related asset purchase agreement provisions.	\$325.00	0.5	\$162.50
Chatten, Colin	Discuss potential worthless stock deductions in taxable asset sale scenario with J. Allegretti (Deloitte Tax).	\$325.00	0.2	\$65.00
Chatten, Colin	Discuss country by country reporting requirements with B. Fein (Deloitte Tax).	\$325.00	0.4	\$130.00
Chatten, Colin	Discuss U.S. federal income tax implications of taxable section 363 sale with M. Butler (Deloitte Tax).	\$325.00	0.7	\$227.50
Espinola, Jonathan	Call with C. Chatten, S. Fielding, J. Forrest, J. Allegretti, M. Butler, and B. Sullivan (Deloitte Tax) regarding certain state tax liabilities and related asset purchase agreement provisions.	\$725.00	0.5	\$362.50

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
09/09/2020				
Fein, Brad	Discuss country by country reporting requirements with C. Chatten (Deloitte Tax).	\$850.00	0.4	\$340.00
Fielding, Stephen	Call with C. Chatten, J. Forrest, J. Allegretti, M. Butler, J. Espinola, and B. Sullivan (Deloitte Tax) regarding certain state tax liabilities and related asset purchase agreement provisions.	\$725.00	0.5	\$362.50
Forrest, Jonathan	Call with C. Chatten, S. Fielding, J. Forrest, J. Allegretti, M. Butler, J. Espinola, and B. Sullivan (Deloitte Tax) regarding certain state tax liabilities and related asset purchase agreement provisions.	\$975.00	0.5	\$487.50
Sullivan, Brian	Call with C. Chatten, S. Fielding, J. Forrest, J. Allegretti, M. Butler, and J. Espinola (Deloitte Tax) regarding certain state tax liabilities and related asset purchase agreement provisions.	\$850.00	0.5	\$425.00
Sullivan, Brian	Draft email to Weil regarding review of California return for short period.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with C. Chatten, S. Fielding, J. Forrest, J. Allegretti, M. Butler, J. Espinola, and B. Sullivan (Deloitte Tax) regarding certain state tax liabilities and related asset purchase agreement provisions.	\$850.00	0.5	\$425.00
09/10/2020				
Fein, Brad	Review Treas. Reg. 1.6038-4 regulations to assess whether Sears is subject to the country by country reporting rules.	\$850.00	0.6	\$510.00
09/11/2020				
Chatten, Colin	Discuss country by country reporting obligations with B. Fein (Deloitte Tax).	\$325.00	0.2	\$65.00
Fein, Brad	Discuss country by country reporting obligations with C. Chatten (Deloitte Tax).	\$850.00	0.2	\$170.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
09/11/2020				
	Sullivan, Brian Revise draft email to Weil regarding review of California and Connecticut returns for short period.	\$850.00	0.2	\$170.00
09/13/2020				
	Chatten, Colin Review regulations related to country by country reporting and potential bankruptcy exception.	\$325.00	0.6	\$195.00
09/14/2020				
	Chatten, Colin Discuss country by country reporting obligations with B. Fein and E. Tzavelis (Deloitte Tax).	\$325.00	0.5	\$162.50
	Fein, Brad Discuss country by country reporting obligations with B. Fein, C. Chatten, and E. Tzavelis (Deloitte Tax).	\$850.00	0.5	\$425.00
	Tzavelis, Elias Discuss country by country reporting obligations with B. Fein, C. Chatten, (Deloitte Tax).	\$850.00	0.5	\$425.00
09/15/2020				
	Butler, Mike Review ordinary income analysis.	\$725.00	1.7	\$1,232.50
09/16/2020				
	Espinola, Jonathan Call with S. Fielding, J. Forrest, E. Tzavelis, M. Butler, B. Sullivan (all Deloitte Tax), Weil Tax (S. Goldring, M Hoenig) and M3 (W. Murphy, B. Griffith) regarding certain state tax liabilities and related asset purchase agreement provisions.	\$725.00	1.0	\$725.00
	Espinola, Jonathan Review Delaware tax return for tax year ending 8/6/2019.	\$725.00	0.3	\$217.50
	Fielding, Stephen Call with J. Forrest, E. Tzavelis, M. Butler, J. Espinola, B. Sullivan (all Deloitte Tax), Weil Tax (S. Goldring, M Hoenig) and M3 (W. Murphy, B. Griffith) regarding certain state tax liabilities and related asset purchase agreement provisions.	\$725.00	1.0	\$725.00

# Sears Holdings Corporation

## Deloitte Tax LLP

### Fees Sorted by Category for the Fee Period

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
09/16/2020				
Forrest, Jonathan	Call with S. Fielding, J. Forrest, E. Tzavelis, M. Butler, J. Espinola, B. Sullivan (all Deloitte Tax), Weil Tax (S. Goldring, M Hoenig) and M3 (W. Murphy, B. Griffith) regarding certain state tax liabilities and related asset purchase agreement provision	\$975.00	1.0	\$975.00
Stoops, Kenn	Review intercompany interest addback.	\$850.00	0.5	\$425.00
Sullivan, Brian	Call with S. Fielding, J. Forrest, E. Tzavelis, M. Butler, and J. Espinola (all Deloitte Tax), Weil Tax (S. Goldring, M Hoenig) and M3 (W. Murphy, B. Griffith) regarding certain state tax liabilities and related asset purchase agreement provisions.	\$850.00	1.0	\$850.00
Sullivan, Brian	Review Sears Roebuck Acceptance Corp. Delaware income tax return.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, J. Forrest, M. Butler, J. Espinola, B. Sullivan (all Deloitte Tax), Weil Tax (S. Goldring, M Hoenig) and M3 (W. Murphy, B. Griffith) regarding certain state tax liabilities and related asset purchase agreement provisions	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with S. Goldring, E. Remijan, H. Guthrie (Weil), C. Chatten, B. Fein, S. Fielding, (Deloitte Tax), M. Korycki, and B. Griffith (M-III) regarding country by country reporting obligations and certain state tax liabilities	\$850.00	0.5	\$425.00
09/17/2020				
Butler, Mike	Call with S. Fielding, J. Forrest, E. Tzavelis, J. Espinola, B. Sullivan (all Deloitte Tax), Weil Tax (S. Goldring, M Hoenig) and M3 (W. Murphy, B. Griffith) regarding certain state tax liabilities and related asset purchase agreement provisions.	\$725.00	1.0	\$725.00

# Sears Holdings Corporation

## Deloitte Tax LLP

### Fees Sorted by Category for the Fee Period

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
09/17/2020				
Chatten, Colin	Call with S. Goldring, E. Remijan, H. Guthrie (Weil), B. Fein, S. Fielding, and E. Tzavelis (Deloitte Tax), M. Korycki, and B. Griffith (M-III) regarding country by country reporting obligations and certain state tax liabilities of Sears Roebuck Acceptanc	\$325.00	0.5	\$162.50
Fein, Brad	Call with S. Goldring, E. Remijan, H. Guthrie (Weil), C. Chatten, S. Fielding, and E. Tzavelis (Deloitte Tax), M. Korycki, and B. Griffith (M-III) regarding country by country reporting obligations and certain state tax liabilities of Sears Roebuck Accept	\$850.00	0.5	\$425.00
Fielding, Stephen	Call with S. Goldring, E. Remijan, H. Guthrie (Weil), C. Chatten, B. Fein, and E. Tzavelis (Deloitte), M. Korycki, and B. Griffith (M-III) regarding country by country reporting obligations and certain state tax liabilities.	\$725.00	0.5	\$362.50
Sullivan, Brian	Draft list of questions for Transform based on review of California and Delaware returns.	\$850.00	0.4	\$340.00
09/21/2020				
Espinola, Jonathan	Call with B. Sullivan and Weil regarding tax liability on the Louisiana franchise tax return.	\$725.00	0.5	\$362.50
Sullivan, Brian	Call with E. Remijan, S. Goldring and M. Hoenig (Weil) to discuss Louisiana franchise tax return of Sears Roebuck and Co. related to 1st stub period income tax filing	\$850.00	0.5	\$425.00
Sullivan, Brian	Review Louisiana tax return.	\$850.00	1.4	\$1,190.00
09/24/2020				
Sullivan, Brian	Call with E. Remijan, S. Goldring and M. Hoenig (Weil) to discuss state tax return issues in preparation for call with Transform and PwC related to 1st stub period income tax filing.	\$850.00	0.6	\$510.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
09/24/2020				
	Sullivan, Brian Review state tax return listing and payment schedule from M. Korycki (Miii).	\$850.00	0.7	\$595.00
	Sullivan, Brian Call with M. Korycki (Miii), L. Meerschaert and K. Lejkowski (Transform), V. Los (PwC), E. Remijan (Weil) and B. McRae (Cleary) regarding state tax return issues.	\$850.00	0.7	\$595.00
09/30/2020				
	Espinola, Jonathan Review revised California return for short period 1 and compare with prior version of return to assess cancellation of debt income.	\$725.00	0.7	\$507.50
	Espinola, Jonathan Review revised Connecticut return for short period 1 and compare with prior version of return to assess cancellation of debt income.	\$725.00	0.7	\$507.50
	Espinola, Jonathan Research Mississippi franchise tax payment.	\$725.00	0.3	\$217.50
	Espinola, Jonathan Research North Carolina franchise tax payment timing.	\$725.00	0.3	\$217.50
	Sullivan, Brian Review updated California and Connecticut returns prepared by Transform.	\$850.00	1.2	\$1,020.00
10/01/2020				
	Espinola, Jonathan Review California AMT calculations on the short period 2019 returns	\$725.00	0.2	\$145.00
	Sullivan, Brian Review New Jersey, North Carolina and Mississippi returns prepared by Transform	\$850.00	1.3	\$1,105.00
10/02/2020				
	Espinola, Jonathan Call with M. Korycki (Miii), K. Lejkowski and L. Meerschaert (Transform), V. Los and L. Izlar (PwC) and B. Sullivan (Deloitte) regarding short period 1 2019 state tax return payments	\$725.00	0.6	\$435.00
	Espinola, Jonathan Review short period 2019 California and Connecticut returns in preparation of call with PwC	\$725.00	0.3	\$217.50

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
10/02/2020				
	Sullivan, Brian Call with M. Korycki (Miii), K. Lejkowski and L. Meerschaert (Transform), V. Los and L. Izlar (PwC) and J. Espinola (Deloitte) regarding short period 1 2019 state tax return payments	\$850.00	0.6	\$510.00
	Sullivan, Brian Review return notes in preparation for call with PwC to discuss state tax returns for short period 1	\$850.00	1.0	\$850.00
	Sullivan, Brian Review state tax return workpapers provided by Transform and draft email to M. Korycki (Miii) regarding same	\$850.00	0.7	\$595.00
10/05/2020				
	Espinola, Jonathan Call with M. Korycki (Miii), B. Sullivan (Deloitte) and Weil tax team regarding short period 1 2019 state tax return payments	\$725.00	1.0	\$725.00
	Sullivan, Brian Call with E. Remijan, S. Goldring and M. Hoenig (all Weil), M. Korycki and B. Griffith (all Miii) and J. Espinola (Deloitte) to discuss state tax return filing positions	\$850.00	1.0	\$850.00
	Sullivan, Brian Research state franchise tax treatment of g-reorganizations in North Carolina, Mississippi and Louisiana	\$850.00	0.6	\$510.00
10/06/2020				
	Sullivan, Brian Call with R. Shapiro and B. McRae (Cleary), V. Los and K. Wong (PwC) and M. Hoenig, S. Goldring and E. Renijan (Weil) to discuss state tax return issues	\$850.00	0.5	\$425.00
10/13/2020				
	Sullivan, Brian Research and prepare Deloitte state tax model excerpts regarding the asset sale scenarios for California, Minnesota, Connecticut and New Jersey	\$850.00	0.7	\$595.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
10/13/2020				
	Sullivan, Brian Call with R. Shapiro and B. McRae (Cleary), V. Los and K. Wong (PwC) and M. Hoenig, S. Goldring and E. Remijan (Weil) to discuss state tax return issues	\$850.00	0.3	\$255.00
10/20/2020				
	Chatten, Colin Discussion with E. Tzavelis, S. Fielding, J. Forrest, and M. Butler (Deloitte Tax) regarding request from M-III related to tax returns	\$325.00	1.0	\$325.00
10/21/2020				
	Butler, Mike Review draft tax return pages at the request of MIII	\$725.00	1.2	\$870.00
	Fielding, Stephen Discussion with E. Tzavelis, J. Forrest, M. Butler, and C. Chatten (Deloitte Tax) regarding request from M-III related to tax returns	\$725.00	1.0	\$725.00
	Forrest, Jonathan Discussion with E. Tzavelis, S. Fielding, J. Forrest, M. Butler, and C. Chatten (Deloitte Tax) regarding request from M-III related to tax returns	\$975.00	1.0	\$975.00
	Tzavelis, Elias Discussion with S. Fielding, J. Forrest, M. Butler, and C. Chatten (Deloitte Tax) regarding request from M-III related to tax returns	\$850.00	1.0	\$850.00
10/22/2020				
	Butler, Mike Review request from M-III related to tax returns	\$725.00	1.0	\$725.00
10/26/2020				
	Chatten, Colin Call with M. Hoenig, E. Remijan, S. Goldring (Weil), E. Tzavelis, B. Sullivan, J. Espinola, M. Butler, J. Forrest, S. Fielding (Deloitte Tax), and M. Korycki (M-III) regarding certain tax returns to be filed by the Estate	\$325.00	0.8	\$260.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
10/26/2020				
Espinola, Jonathan	Call with M. Hoenig, E. Remijan, S. Goldring (Weil), C. Chatten, E. Tzavelis, B. Sullivan, M. Butler, J. Forrest, S. Fielding (Deloitte Tax), and M. Korycki (M-III) regarding certain tax returns to be filed by the Estate	\$725.00	0.8	\$580.00
Fielding, Stephen	Call with M. Hoenig, E. Remijan, S. Goldring (Weil), C. Chatten, E. Tzavelis, B. Sullivan, J. Espinola, M. Butler, J. Forrest (Deloitte Tax), and M. Korycki (M-III) regarding certain tax returns to be filed by the Estate	\$725.00	0.8	\$580.00
Forrest, Jonathan	Call with M. Hoenig, E. Remijan, S. Goldring (Weil), C. Chatten, E. Tzavelis, B. Sullivan, J. Espinola, M. Butler, S. Fielding (Deloitte Tax), and M. Korycki (M-III) regarding certain tax returns to be filed by the Estate	\$975.00	0.8	\$780.00
Sullivan, Brian	Call with M. Hoenig, E. Remijan, S. Goldring (Weil), C. Chatten, E. Tzavelis, J. Espinola, M. Butler, J. Forrest, S. Fielding (Deloitte Tax), and M. Korycki (M-III) regarding certain tax returns to be filed by the Estate	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with M. Hoenig, E. Remijan, S. Goldring (Weil), C. Chatten, B. Sullivan, J. Espinola, M. Butler, J. Forrest, S. Fielding (Deloitte Tax), and M. Korycki (M-III) regarding certain tax returns to be filed by the Estate	\$850.00	0.8	\$680.00
10/27/2020				
Butler, Mike	Draft correspondence regarding scope of tax return comments	\$725.00	0.6	\$435.00
Fielding, Stephen	Read and provide comments on Sears short-period 2 tax return to understand transaction timeline	\$725.00	1.2	\$870.00

# Sears Holdings Corporation

## Deloitte Tax LLP

### Fees Sorted by Category for the Fee Period

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
11/02/2020				
Chatten, Colin	Call with R. Shapiro (Cleary), M. Hoenig (Weil), M. Korycki (M-III), L. Meerschaert, D. Meyer, C. Olsen, K. Lejkowski (Transform), E. Tzavelis, M. Butler, S. Fielding, J. Forrest (Deloitte Tax) regarding short period tax return for Sears Holdings Corp.	\$450.00	0.3	\$135.00
Fielding, Stephen	Call with R. Shapiro (Cleary), M. Hoenig (Weil), M. Korycki (M-III), L. Meerschaert, D. Meyer, C. Olsen, K. Lejkowski (Transform), E. Tzavelis, M. Butler, J. Forrest, C. Chatten (Deloitte Tax) regarding short period tax return for Sears Holding Corp.	\$725.00	0.3	\$217.50
Forrest, Jonathan	Call with R. Shapiro (Cleary), M. Hoenig (Weil), M. Korycki (M-III), L. Meerschaert, D. Meyer, C. Olsen, K. Lejkowski (Transform), E. Tzavelis, M. Butler, S. Fielding, C. Chatten (Deloitte Tax) regarding short period tax return for Sears Holdings Corp.	\$975.00	0.3	\$292.50
Tzavelis, Elias	Call with R. Shapiro (Cleary), M. Hoenig (Weil), M. Korycki (M-III), L. Meerschaert, D. Meyer, C. Olsen, K. Lejkowski (Transform), M. Butler, S. Fielding, J. Forrest, C. Chatten (Deloitte Tax) regarding short period tax return for Sears Holding Corp.	\$850.00	0.3	\$255.00
11/09/2020				
Sullivan, Brian	Review New Jersey state tax return of Sears, Roebuck & Co. to assess tax liability due by Transform	\$850.00	2.2	\$1,870.00
Sullivan, Brian	Review comment from Transform on New Jersey tax return of Sears, Roebuck & Co.	\$850.00	0.4	\$340.00
11/10/2020				
Sullivan, Brian	Call with K. Lejkowski (Transform) to discuss minimum tax payments on New Jersey state tax return for Sears, Roebuck & Co.	\$850.00	0.2	\$170.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
11/10/2020				
	Sullivan, Brian Call with E. Remijan (Weil) to discuss treatment of state minimum taxes under asset purchase agreement	\$850.00	0.2	\$170.00
	Sullivan, Brian Review notes regarding New Jersey state tax return in preparation for call with Weil and Transform	\$850.00	0.3	\$255.00
11/11/2020				
	Sullivan, Brian Review impact to California state tax liability of including excess loss account in "short period 1" tax year.	\$850.00	0.4	\$340.00
11/13/2020				
	Chatten, Colin Review updated New Jersey state tax return of Sears, Roebuck & Co.	\$450.00	0.5	\$225.00
11/14/2020				
	Butler, Mike Review and comment on revised U.S. federal income tax return filing for Sears Holdings Corporation and subsidiaries.	\$725.00	1.2	\$870.00
11/16/2020				
	Chatten, Colin Call with E. Tzavelis, S. Fielding, M. Butler, B. Sullivan, J. Espinola, J. Forrest (Deloitte) regarding revisions to tax return of Sears Holdings Corporation for period ending February 1, 2020 and email correspondence from M. Korycki (M-III) regarding th	\$450.00	0.5	\$225.00
	Espinola, Jonathan Call with E. Tzavelis, S. Fielding, M. Butler, C. Chatten, B. Sullivan, J. Forrest (Deloitte) regarding revisions to tax return of Sears Holdings Corporation for period ending February 1, 2020 and email correspondence from M. Korycki (M-III) regarding the	\$725.00	0.5	\$362.50
	Fielding, Stephen Call with E. Tzavelis, M. Butler, C. Chatten, B. Sullivan, J. Espinola, J. Forrest (Deloitte) regarding revisions to tax return of Sears Holdings Corporation for period ending February 1, 2020 and email correspondence from M. Korycki (M-III) regarding the	\$725.00	0.5	\$362.50

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
11/16/2020				
Forrest, Jonathan	Call with E. Tzavelis, M. Butler, C. Chatten, B. Sullivan, J. Espinola, S. Fielding (Deloitte) regarding revisions to tax return of Sears Holdings Corporation for period ending February 1, 2021 and email correspondence from M. Korycki (M-III) regarding th	\$975.00	0.5	\$487.50
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, M. Butler, C. Chatten, J. Espinola, J. Forrest (Deloitte) regarding revisions to tax return of Sears Holdings Corporation for period ending February 1, 2021 and email correspondence from M. Korycki (M-III) regarding the	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, M. Butler, C. Chatten, B. Sullivan, J. Espinola, J. Forrest (Deloitte) regarding revisions to tax return of Sears Holdings Corporation for period ending February 1, 2021 and email correspondence from M. Korycki (M-III) regarding the	\$850.00	0.5	\$425.00
12/14/2020				
Sullivan, Brian	Review amended federal return provided by Miii related to change to report triggered excess loss account gain	\$850.00	0.4	\$340.00
12/15/2020				
Chatten, Colin	Consider section 163(j) implications of excess loss account triggering.	\$450.00	0.5	\$225.00
12/16/2020				
Forrest, Jonathan	Call with B. Sullivan, M. Butler (partial) and M. Schreiber to discuss whether triggering an excess loss account would be treated as a sale or disposition for purposes of Treas. Reg. 1.163(j)-1(b)(ii)(C)-(D).	\$975.00	0.5	\$487.50

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
12/16/2020				
Sullivan, Brian	Call with J. Forrest, M. Butler (partial) and M. Schreiber to discuss whether triggering an excess loss account would be treated as a sale or disposition for purposes of Treas. Reg. 1.163(j)-1(b)(ii)(C)-(D).	\$850.00	0.5	\$425.00
12/21/2020				
Sullivan, Brian	Research state tax impact of revised IRC 163(j) limitations for "short period 1" state tax returns	\$850.00	2.1	\$1,785.00
12/23/2020				
Chatten, Colin	Call with B. McRae (Cleary), L. Meerschaert, R. Boyle, C. Olsen (Transform), E. Remijan, N. Munz (Weil), J. Erba (PwC), M. Korycki (M-III), A. Ecudero (McConnell Valdes), M. Corretjer, S. Fielding, M. Butler, E. Tzavelis (Deloitte) regarding wind down of c	\$450.00	1.1	\$495.00
Corretjer, Michelle	Call with B. McRae (Cleary), L. Meerschaert, R. Boyle, C. Olsen (Transform), E. Remijan, N. Munz (Weil), J. Erba (PwC), M. Korycki (M-III), A. Ecudero (McConnell Valdes), C. Chatten, S. Fielding, M. Butler, E. Tzavelis (Deloitte) regarding wind down of cer	\$850.00	1.1	\$935.00
Fielding, Stephen	Call with B. McRae (Cleary), L. Meerschaert, R. Boyle, C. Olsen (Transform), E. Remijan, N. Munz (Weil), J. Erba (PwC), M. Korycki (M-III), A. Ecudero (McConnell Valdes), M. Corretjer, C. Chatten, M. Butler, E. Tzavelis (Deloitte) regarding wind down of ce	\$725.00	1.1	\$797.50

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
12/23/2020				
	Tzavelis, Elias Call with B. McRae (Cleary), L. Meerschaert, R. Boyle, C. Olsen (Transform), E. Remijan, N. Munz (Weil), J. Erba (PwC), M. Korycki (M-III), A. Ecudero (McConnell Valdes), M. Corretjer, S. Fielding, M. Butler, C. Chatten (Deloitte) regarding wind down of ce	\$850.00	1.1	\$935.00
01/12/2021				
	Butler, Mike Review revised U.S. federal income tax returns for Sears Holdings Corporation	\$725.00	1.3	\$942.50
01/14/2021				
	Butler, Mike Review correspondence regarding final Puerto Rico tax return of Sears Roebuck de Puerto Rico, Inc.	\$725.00	1.2	\$870.00
	Corretjer, Michelle Review of Puerto Rico income tax return for Kmart Operations LLC.	\$850.00	2.0	\$1,700.00
01/15/2021				
	Butler, Mike Draft correspondence to M. Korycki (M-III) regarding amended U.S. federal income tax return and state consequences	\$725.00	0.4	\$290.00
01/20/2021				
	Butler, Mike Review and comment on proposed responses to Puerto Rico tax inquiries from M-III.	\$725.00	1.4	\$1,015.00
02/04/2021				
	Sullivan, Brian Call with K. Lejkowski (Transform) to discuss amended tax return issues for Short Period 1 for California, Connecticut, and Minnesota	\$850.00	0.7	\$595.00
02/05/2021				
	Butler, Mike Review transaction information regarding question regarding lifting net operating loss restriction	\$725.00	1.2	\$870.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
02/08/2021				
Butler, Mike	Review related information to previous 382 study to prepare for call with Weil	\$725.00	1.9	\$1,377.50
Chatten, Colin	Call with J. Forrest, M. Schreiber, E. Tzavelis, M. Butler, S. Fielding (Deloitte) regarding net operating loss trading order.	\$450.00	0.4	\$180.00
Forrest, Jonathan	Call with J. Forrest, M. Schreiber, E. Tzavelis, M. Butler, S. Fielding, C. Chatten (Deloitte) regarding net operating loss trading order.	\$975.00	0.4	\$390.00
Schreiber, Mendy	Call with J. Forrest, M. Schreiber, E. Tzavelis, M. Butler, S. Fielding, C. Chatten (Deloitte) regarding net operating loss trading order.	\$595.00	0.4	\$238.00
Tzavelis, Elias	Call with J. Forrest, M. Schreiber, M. Butler, S. Fielding, C. Chatten (Deloitte) regarding net operating loss trading order.	\$850.00	0.4	\$340.00
02/09/2021				
Butler, Mike	Review modeling deliverable in preparation of call with Weil regarding net operating loss order	\$725.00	1.3	\$942.50
02/10/2021				
Butler, Mike	Call with S. Goldring, M. Hoenig, E. Remijan (Weil), E. Tzavelis, S. Fielding, J. Forrest, M. Schreiber, C. Chatten (Deloitte) to discuss inquiry from Cleary regarding certain restrictions on stock transfers and declarations of worthlessness.	\$725.00	0.6	\$435.00
Chatten, Colin	Call with S. Goldring, M. Hoenig, E. Remijan (Weil), E. Tzavelis, S. Fielding, M. Butler, J. Forrest, M. Schreiber (Deloitte) to discuss inquiry from Cleary regarding certain restrictions on stock transfers and declarations of worthlessness.	\$450.00	0.6	\$270.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
02/10/2021				
Fielding, Stephen	Call with S. Goldring, M. Hoenig, E. Remijan (Weil), E. Tzavelis, M. Butler, J. Forrest, M. Schreiber, C. Chatten (Deloitte) to discuss inquiry from Cleary regarding certain restrictions on stock transfers and declarations of worthlessness.	\$725.00	0.6	\$435.00
Forrest, Jonathan	Call with S. Goldring, M. Hoenig, E. Remijan (Weil), E. Tzavelis, S. Fielding, M. Butler, J. Forrest, M. Schreiber, C. Chatten (Deloitte) to discuss inquiry from Cleary regarding certain restrictions on stock transfers and declarations of worthlessness.	\$975.00	0.6	\$585.00
Schreiber, Mendy	Call with S. Goldring, M. Hoenig, E. Remijan (Weil), E. Tzavelis, S. Fielding, M. Butler, J. Forrest, M. Schreiber, C. Chatten (Deloitte) to discuss inquiry from Cleary regarding certain restrictions on stock transfers and declarations of worthlessness.	\$595.00	0.6	\$357.00
Tzavelis, Elias	Call with S. Goldring, M. Hoenig, E. Remijan (Weil), S. Fielding, M. Butler, J. Forrest, M. Schreiber, C. Chatten (Deloitte) to discuss inquiry from Cleary regarding certain restrictions on stock transfers and declarations of worthlessness.	\$850.00	0.6	\$510.00
02/11/2021				
Butler, Mike	Call with E. Tzavelis, S. Fielding, J. Forrest, M. Schreiber, C. Chatten (Deloitte) to discuss inquiry regarding certain restrictions on stock transfers and declarations of worthlessness.	\$725.00	0.5	\$362.50
Chatten, Colin	Draft email correspondence to M. Korycki (M-III) regarding tax reporting requirements associated with certain payments to Litigation Designees and Board Members.	\$450.00	0.3	\$135.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
02/11/2021				
Chatten, Colin	Research impact of certain tax reorganization transactions on the Estate's taxable year and consolidated group.	\$450.00	1.2	\$540.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Forrest, M. Schreiber (Deloitte) to discuss inquiry regarding certain restrictions on stock transfers and declarations of worthlessness.	\$450.00	0.5	\$225.00
Fielding, Stephen	Call with E. Tzavelis, M. Butler, J. Forrest, M. Schreiber, C. Chatten (Deloitte) to discuss inquiry regarding certain restrictions on stock transfers and declarations of worthlessness.	\$725.00	0.5	\$362.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Butler, M. Schreiber, C. Chatten (Deloitte) to discuss inquiry regarding certain restrictions on stock transfers and declarations of worthlessness.	\$975.00	0.5	\$487.50
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Butler, J. Forrest, C. Chatten (Deloitte) to discuss inquiry regarding certain restrictions on stock transfers and declarations of worthlessness.	\$595.00	0.5	\$297.50
Sullivan, Brian	Review amended Sears, Roebuck & Co. California tax return prepared by Transform	\$850.00	1.6	\$1,360.00
Tzavelis, Elias	Call with S. Fielding, M. Butler, J. Forrest, M. Schreiber, C. Chatten (Deloitte) to discuss inquiry regarding certain restrictions on stock transfers and declarations of worthlessness.	\$850.00	0.5	\$425.00
02/12/2021				
Butler, Mike	Research treasury regulation 1.1502-91 and internal revenue code section 381 regarding potential tax ownership change implications	\$725.00	2.1	\$1,522.50

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees	
<b><i>Tax Restructuring Services</i></b>					
02/12/2021					
	Espinola, Jonathan	Call with B. Sullivan (Deloitte) regarding the workpapers supporting the amended California, Connecticut and Minnesota returns for tax year ending 8/6/19	\$725.00	0.5	\$362.50
	Sullivan, Brian	Call with J. Espinola (Deloitte) regarding the workpapers supporting the amended California, Connecticut and Minnesota returns for tax year ending 8/6/19.	\$850.00	0.5	\$425.00
02/15/2021					
	Butler, Mike	Review historical modeling analysis for potential implications of a future internal revenue section 382 ownership change	\$725.00	1.2	\$870.00
	Forrest, Jonathan	Call with M. Schreiber to discuss application of Treas. Reg. 1.1502-91(g) to Sears.	\$975.00	0.5	\$487.50
	Savage, Tara	Review documentation for equity movement for 382 purposes since last analysis	\$725.00	1.0	\$725.00
	Schreiber, Mendy	Call with J. Forrest to discuss application of Treas. Reg. 1.1502-91(g) to Sears.	\$595.00	0.5	\$297.50
	Schreiber, Mendy	Researching application of section 381 (b) and whether the SHC consolidated group remains in existence for purposes of Treas. Reg. 1.1502-91(g).	\$595.00	3.4	\$2,023.00
02/16/2021					
	Schreiber, Mendy	Researching application of section 381 (b) and whether the SHC consolidated group remains in existence for purposes of Treas. Reg. 1.1502-91(g).	\$595.00	4.6	\$2,737.00
02/17/2021					
	Boulos, Ala'a	Review section 382 ownership shift analysis to assess impact of potential stock sales.	\$850.00	1.0	\$850.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
02/17/2021				
Boulos, Ala'a	Call with E. Tzavelis, S. Fielding, M. Butler, C. Chatten, F. Forrest, M. Schreiber, V. Penico, S. Tarrant, T. Savage (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$850.00	0.5	\$425.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, A. Boulos, F. Forrest, M. Schreiber, V. Penico, S. Tarrant, T. Savage (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$725.00	0.5	\$362.50
Butler, Mike	Draft response to Weil tax (S. Goldring, others) regarding potential ownership change question	\$725.00	0.4	\$290.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, A. Boulos, F. Forrest, M. Schreiber, V. Penico, S. Tarrant, T. Savage (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$450.00	0.5	\$225.00
Fielding, Stephen	Call with E. Tzavelis, M. Butler, C. Chatten, A. Boulos, F. Forrest, M. Schreiber, V. Penico, S. Tarrant, T. Savage (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$725.00	0.5	\$362.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Butler, C. Chatten, A. Boulos, M. Schreiber, V. Penico, S. Tarrant, T. Savage (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Call with V. Penico, and M. Schreiber to discuss inquiry from Cleary regarding stock transfer restrictions.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Call with M. Schreiber to discuss inquiry from Cleary regarding stock transfer restrictions.	\$975.00	0.5	\$487.50
Penico, Victor	Call with J. Forrest and M. Schreiber to discuss inquiry regarding stock transfer restrictions.	\$975.00	0.4	\$390.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
02/17/2021				
Penico, Victor	Call with E. Tzavelis, S. Fielding, M. Butler, C. Chatten, A. Boulos, F. Forrest, M. Schreiber, S. Tarrant, T. Savage (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$975.00	0.5	\$487.50
Penico, Victor	Call with M. Schreiber to discuss inquiry from Cleary regarding stock transfer restrictions.	\$975.00	0.4	\$390.00
Savage, Tara	Update section 382 model for true up to 12/31/2020	\$725.00	0.5	\$362.50
Savage, Tara	Update model Lampert sale of shares to assess potential of an ownership change	\$725.00	1.3	\$942.50
Savage, Tara	Call with E. Tzavelis, S. Fielding, M. Butler, C. Chatten, A. Boulos, F. Forrest, M. Schreiber, V. Penico, S. Tarrant (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$725.00	0.5	\$362.50
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Butler, C. Chatten, A. Boulos, F. Forrest, V. Penico, S. Tarrant, T. Savage (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$595.00	0.5	\$297.50
Schreiber, Mendy	Researching application of section 381 (b) and whether the SHC consolidated group remains in existence for purposes of Treas. Reg. 1.1502-91(g).	\$595.00	2.4	\$1,428.00
Schreiber, Mendy	Call with V. Penico (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$595.00	0.4	\$238.00
Schreiber, Mendy	Call with J. Forrest (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$595.00	0.5	\$297.50
Schreiber, Mendy	Call with J. Forrest, V. Penico (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$595.00	0.4	\$238.00
Tzavelis, Elias	Call with S. Fielding, M. Butler, C. Chatten, A. Boulos, F. Forrest, M. Schreiber, V. Penico, S. Tarrant, T. Savage (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$850.00	0.5	\$425.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
02/18/2021				
Miller, Christian	Research senate history on distribution requirement for tax reorganizations.	\$850.00	0.4	\$340.00
Schreiber, Mendy	Researching application of section 381 (b) and whether the SHC consolidated group remains in existence for purposes of Treas. Reg. 1.1502-91(g).	\$595.00	3.4	\$2,023.00
02/19/2021				
Boulos, Ala'a	Update of ownership shift analysis to assess impact of potential equity movement	\$850.00	1.5	\$1,275.00
02/22/2021				
Butler, Mike	Review revised request regarding potential ownership change and sale of shares	\$725.00	1.1	\$797.50
Schreiber, Mendy	Researching application of section 381 (b) and whether the SHC consolidated group remains in existence for purposes of Treas. Reg. 1.1502-91(g).	\$595.00	4.8	\$2,856.00
02/25/2021				
Forrest, Jonathan	Call with V. Penico, and M. Schreiber (Deloitte) to discuss inquiry regarding stock transfer restrictions and whether the SHC consolidated group remains in existence for purposes of Treas. Reg. 1.1502-91(g).	\$975.00	0.9	\$877.50
Penico, Victor	Call with J. Forrest and M. Schreiber (Deloitte) to discuss inquiry regarding stock transfer restrictions and whether the SHC consolidated group remains in existence for purposes of Treas. Reg. 1.1502-91(g).	\$975.00	0.9	\$877.50
Schreiber, Mendy	Research stock transfer restrictions and whether the SHC consolidated group remains in existence for purposes of Treas. Reg. 1.1502-91(g).	\$595.00	1.2	\$714.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
02/25/2021				
Schreiber, Mendy	Call with J. Forrest, V. Penico to discuss inquiry from Cleary regarding stock transfer restrictions and whether the SHC consolidated group remains in existence for purposes of Treas. Reg. 1.1502-91(g).	\$595.00	0.9	\$535.50
Sullivan, Brian	Review amended Sears, Roebuck & Co. California state tax return	\$850.00	1.1	\$935.00
Sullivan, Brian	Draft email to K. Lejkowski (Transform) regarding suggested edits to California and Minnesota returns for Sears, Roebuck & Co.	\$850.00	0.4	\$340.00
Sullivan, Brian	Review schedule of Estate's share of state tax expense liability	\$850.00	0.5	\$425.00
Sullivan, Brian	Review amended New Jersey state tax return for Sears, Roebuck & Co.	\$850.00	0.8	\$680.00
Sullivan, Brian	Review amended Minnesota state tax return for Sears, Roebuck & Co.	\$850.00	1.0	\$850.00
Sullivan, Brian	Review amended Connecticut state tax return for Sears, Roebuck & Co.	\$850.00	0.9	\$765.00
03/01/2021				
Boulos, Ala'a	Call with M. Butler, C. Chatten, T. Savage, M. Schreiber, E. Tzavelis, J. Forrest (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$850.00	0.5	\$425.00
Butler, Mike	Call with C. Chatten, T. Savage, A. Boulos, M. Schreiber, E. Tzavelis, J. Forrest (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$725.00	0.5	\$362.50
Chatten, Colin	Call with M. Butler, T. Savage, A. Boulos, M. Schreiber, E. Tzavelis, J. Forrest (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$450.00	0.5	\$225.00
Forrest, Jonathan	Call with M. Butler, C. Chatten, T. Savage, A. Boulos, M. Schreiber, E. Tzavelis (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$975.00	0.5	\$487.50
Savage, Tara	Call with S. Suresh (Deloitte) to understand facts regarding the transactions surrounding shift analysis.	\$725.00	0.8	\$580.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
03/01/2021				
Savage, Tara	Call with M. Butler, C. Chatten, A. Boulos, M. Schreiber, E. Tzavelis, J. Forrest (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$725.00	0.5	\$362.50
Schreiber, Mendy	Call with M. Butler, C. Chatten, T. Savage, A. Boulos, E. Tzavelis, J. Forrest (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$595.00	0.5	\$297.50
Suresh, Shalini	Enter the shift transactions into the shift software and pulled reports for section 382 shift analysis	\$450.00	1.1	\$495.00
Suresh, Shalini	Preparation of support or document the calculations of low point percentages for ESL Partners and distribution to shareholders.	\$450.00	0.6	\$270.00
Suresh, Shalini	Call with T. Savage (Deloitte) to understand facts regarding the transactions surrounding shift analysis.	\$450.00	0.8	\$360.00
Suresh, Shalini	Analyze the shift transaction report from the software	\$450.00	0.4	\$180.00
Tzavelis, Elias	Call with M. Butler, C. Chatten, T. Savage, A. Boulos, M. Schreiber, J. Forrest (Deloitte) to discuss regarding stock transfer restrictions.	\$850.00	0.5	\$425.00
03/02/2021				
Boulos, Ala'a	Update IRC Section 382 ownership shift analysis through March 2021	\$850.00	2.5	\$2,125.00
Savage, Tara	Call with S. Suresh (Deloitte) for updating the 382 model to capture transactions from 2019 to 2020.	\$725.00	1.1	\$797.50
Suresh, Shalini	Update shift transactions in the software for section 382 analysis.	\$450.00	0.4	\$180.00
Suresh, Shalini	Call with T. Savage (Deloitte) for updating the 382 model to capture transactions from 2019 to 2020	\$450.00	1.1	\$495.00
Suresh, Shalini	Analyze the impact of the changes in the software to section 382 shift analysis	\$450.00	0.6	\$270.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
03/02/2021				
	Suresh, Shalini Extract the section 382 shift analysis from the software to prepare deliverable	\$450.00	0.4	\$180.00
03/03/2021				
	Boulos, Ala'a Review impact of proposed equity sale on the IRC Section 382 cumulative shift analysis	\$850.00	3.2	\$2,720.00
	Butler, Mike Research internal revenue code consolidated return regulations to assess potential implications if an ownership change occurred	\$725.00	1.2	\$870.00
	Savage, Tara Call with S. Suresh regarding 382 model entries	\$725.00	1.2	\$870.00
	Schreiber, Mendy Analyze stock transfer restrictions.	\$595.00	0.6	\$357.00
	Suresh, Shalini Call with T. Savage regarding 382 model entries	\$450.00	1.2	\$540.00
03/04/2021				
	Butler, Mike Review internal revenue code section 382 assumptions	\$725.00	1.1	\$797.50
	Forrest, Jonathan Call with M. Schreiber to draft response to inquiry regarding stock transfer restrictions.	\$975.00	0.5	\$487.50
	Savage, Tara Update 382 model entries for sale	\$725.00	1.0	\$725.00
	Schreiber, Mendy Call with J. Forrest to draft response to inquiry regarding stock transfer restrictions.	\$595.00	0.5	\$297.50
	Suresh, Shalini Revise section 382 shift analysis for new information received from the estate	\$450.00	1.3	\$585.00
	Suresh, Shalini Update notes and assumptions in section 382 shift analysis for various test dates.	\$450.00	0.7	\$315.00
03/09/2021				
	Forrest, Jonathan Review stock trading order waiver agreement.	\$975.00	0.6	\$585.00
	Savage, Tara Review net operating loss waiver	\$725.00	0.3	\$217.50

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees	
<b><i>Tax Restructuring Services</i></b>					
03/10/2021					
	Boulos, Ala'a	Finalize Section 382 shift update	\$850.00	1.0	\$850.00
03/17/2021					
	Boulos, Ala'a	Update section 382 shift analysis	\$850.00	1.5	\$1,275.00
	Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Forrest, M. Schreiber, A. Boulos, T. Savage (Deloitte), E. Remijan, S. Goldring (Weil) to discuss inquiry regarding restrictions on stock transfers.	\$725.00	0.8	\$580.00
	Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Forrest, M. Schreiber, A. Boulos, T. Savage (Deloitte), E. Remijan, S. Goldring (Weil) to discuss inquiry regarding restrictions on stock transfers.	\$450.00	0.8	\$360.00
	Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Forrest, M. Schreiber, A. Boulos, T. Savage (Deloitte), E. Remijan, S. Goldring (Weil) to discuss inquiry regarding restrictions on stock transfers.	\$725.00	0.8	\$580.00
	Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, M. Schreiber, A. Boulos, T. Savage (Deloitte), E. Remijan, S. Goldring (Weil) to discuss inquiry regarding restrictions on stock transfers.	\$975.00	0.8	\$780.00
	Forrest, Jonathan	Call with M. Schreiber to discuss potential de facto liquidation of SHC and collateral consequences with respect to section 382.	\$975.00	0.4	\$390.00
	Savage, Tara	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Forrest, M. Schreiber, A. Boulos (Deloitte), E. Remijan, S. Goldring (Weil) to discuss inquiry regarding restrictions on stock transfers.	\$725.00	0.8	\$580.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees	
<b><i>Tax Restructuring Services</i></b>					
03/17/2021					
	Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Forrest, A. Boulos, T. Savage (Deloitte), E. Remijan, S. Goldring (Weil) to discuss inquiry regarding restrictions on stock transfers.	\$595.00	0.8	\$476.00
	Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Forrest, M. Schreiber, A. Boulos, T. Savage (Deloitte), E. Remijan, S. Goldring (Weil) to discuss inquiry regarding restrictions on stock transfers.	\$850.00	0.8	\$680.00
03/18/2021					
	Savage, Tara	Update Sears 382 model for additional scenarios	\$725.00	0.3	\$217.50
	Sullivan, Brian	Draft email to M. Rossen (Deloitte) regarding state registration withdrawal project	\$850.00	0.4	\$340.00
03/19/2021					
	Savage, Tara	Update Sears 382 model for additional scenarios	\$725.00	1.4	\$1,015.00
03/23/2021					
	Rossen, Michael	Call with B. Sullivan (Deloitte) to discuss scope and workstreams related to Secretary of State withdrawals for dormant entities	\$850.00	0.3	\$255.00
	Sullivan, Brian	Call with M. Rossen (Deloitte) to discuss scope and workstreams related to Secretary of State withdrawals for dormant entities	\$850.00	0.3	\$255.00
03/24/2021					
	Chatten, Colin	Review inquiry from M-III regarding transfer of Indian subsidiary and related liability assumption.	\$450.00	0.2	\$90.00
03/25/2021					
	Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, B. Fein, B. Sullivan (Deloitte) to discuss tax implications of sale of Indian subsidiary.	\$725.00	0.9	\$652.50

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
03/25/2021				
Butler, Mike	Call with E. Remijan, S. Goldring, H. Guthrie (Weil), B. Griffith, M. Korycki (M-III), E. Tzavelis, S. Fielding, B. Sullivan (Deloitte) regarding transfer of Indian subsidiary and related liability assumption.	\$725.00	0.5	\$362.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, B. Fein, B. Sullivan (Deloitte) to discuss tax implications of sale of Indian subsidiary.	\$450.00	0.9	\$405.00
Chatten, Colin	Call with E. Remijan, S. Goldring, H. Guthrie (Weil), B. Griffith, M. Korycki (M-III), E. Tzavelis, S. Fielding, M. Butler, B. Sullivan (Deloitte) regarding transfer of Indian subsidiary and related liability assumption.	\$450.00	0.5	\$225.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding (Deloitte) to discuss inquiry from M-III / Weil regarding transfer of Indian subsidiary.	\$450.00	0.6	\$270.00
Fein, Brad	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Sullivan (Deloitte) to discuss tax implications of sale of Indian Subsidiary	\$850.00	0.9	\$765.00
Fielding, Stephen	Call with E. Remijan, S. Goldring, H. Guthrie (Weil), B. Griffith, M. Korycki (M-III), E. Tzavelis, M. Butler, B. Sullivan (Deloitte) regarding transfer of Indian subsidiary and related liability assumption.	\$725.00	0.5	\$362.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten (Deloitte) to discuss inquiry regarding transfer of Indian subsidiary.	\$725.00	0.6	\$435.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, B. Fein, B. Sullivan (Deloitte) to discuss tax implications of sale of Indian subsidiary.	\$725.00	0.9	\$652.50

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
03/25/2021				
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Fein (Deloitte) and B. Sullivan (partial) to discuss tax implications of sale of Indian subsidiary.	\$850.00	0.4	\$340.00
Sullivan, Brian	Call with E. Remijan, S. Goldring, H. Guthrie (Weil), B. Griffith, M. Korycki (M-III), E. Tzavelis, S. Fielding, M. Butler, (Deloitte) regarding transfer of Indian subsidiary and related liability assumption.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with E. Remijan, S. Goldring, H. Guthrie (Weil), B. Griffith, M. Korycki (M-III), S. Fielding, M. Butler, B. Sullivan (Deloitte) regarding transfer of Indian subsidiary and related liability assumption.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten (Deloitte) to discuss inquiry regarding transfer of Indian subsidiary.	\$850.00	0.6	\$510.00
03/29/2021				
Anand, Rajiv	Discussion with B. Fein, A. Modi on Indian tax issues with sale of Sears India by Mauritius	\$725.00	0.5	\$362.50
Fein, Brad	Discussion with R. Anand, A. Modi on Indian tax issues with sale of Sears India by Mauritius	\$850.00	0.5	\$425.00
Modi, Archita	Discussion with R. Anand, B. Fein on Indian tax issues with sale of Sears India by Mauritius	\$595.00	0.5	\$297.50
03/30/2021				
Anand, Rajiv	Call with M. Korycki, B. Griffith (M-III), H. Guthrie, E. Remijan, S. Goldring (Weil), E. Tzavelis, S. Fielding, B. Fein, C. Chatten (Deloitte) to discuss tax implications of transfer of Indian subsidiary.	\$725.00	1.5	\$1,087.50

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
03/30/2021				
Chatten, Colin	Call with M. Korycki, B. Griffith (M-III), H. Guthrie, E. Remijan, S. Goldring (Weil), E. Tzavelis, S. Fielding, B. Fein, R. Anand (Deloitte) to discuss tax implications of transfer of Indian subsidiary.	\$450.00	1.5	\$675.00
Chatten, Colin	Call with S. Fielding, B. Fein, B. Sullivan (Deloitte) to discuss tax implications of transfer of Indian subsidiary.	\$450.00	0.4	\$180.00
Fein, Brad	Call with S. Fielding, C. Chatten, B. Sullivan (Deloitte) to discuss tax implications of transfer of Indian subsidiary.	\$850.00	0.4	\$340.00
Fein, Brad	Call with M. Korycki, B. Griffith (M-III), H. Guthrie, E. Remijan, S. Goldring (Weil), E. Tzavelis, S. Fielding, C. Chatten, R. Anand (Deloitte) to discuss tax implications of transfer of Indian subsidiary.	\$850.00	1.5	\$1,275.00
Fielding, Stephen	Call with C. Chatten, B. Fein, B. Sullivan (Deloitte) to discuss tax implications of transfer of Indian subsidiary.	\$725.00	0.4	\$290.00
Fielding, Stephen	Call with M. Korycki, B. Griffith (M-III), H. Guthrie, E. Remijan, S. Goldring (Weil), E. Tzavelis, C. Chatten, B. Fein, R. Anand (Deloitte) to discuss tax implications of transfer of Indian subsidiary.	\$725.00	1.5	\$1,087.50
Modi, Archita	Call with M. Korycki, B. Griffith (M-III), H. Guthrie, E. Remijan, S. Goldring (Weil), E. Tzavelis, S. Fielding, B. Fein, R. Anand (Deloitte) to discuss tax implications of transfer of Indian subsidiary.	\$595.00	1.5	\$892.50
Sullivan, Brian	Call with C. Chatten, S. Fielding, B. Fein (Deloitte) to discuss tax implications of transfer of Indian subsidiary.	\$850.00	0.4	\$340.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
03/30/2021				
	Sullivan, Brian Call with M. Korycki, B. Griffith (M-III), H. Guthrie, E. Remijan, S. Goldring (Weil), E. Tzavelis, S. Fielding, C. Chatten, B. Fein, R. Anand (Deloitte) to discuss tax implications of transfer of Indian subsidiary.	\$850.00	1.5	\$1,275.00
	Tzavelis, Elias Call with M. Korycki, B. Griffith (M-III), H. Guthrie, E. Remijan, S. Goldring (Weil), S. Fielding, C. Chatten, B. Fein, R. Anand (Deloitte) to discuss tax implications of transfer of Indian subsidiary.	\$850.00	1.5	\$1,275.00
06/01/2021				
	Chatten, Colin Call with E. Tzavelis, S. Fielding, B. Sullivan, M. Dugan, T. Hermanson (Deloitte) regarding letter from NJ Division of Taxation.	\$450.00	0.3	\$135.00
	Fielding, Stephen Call with E. Tzavelis, C. Chatten, B. Sullivan, M. Dugan, T. Hermanson (Deloitte) regarding letter from NJ Division of Taxation.	\$725.00	0.3	\$217.50
	Hermanson, Thomas Call with E. Tzavelis, C. Chatten, B. Sullivan, M. Dugan, S. Fielding (Deloitte) regarding letter from NJ Division of Taxation.	\$850.00	0.3	\$255.00
06/07/2021				
	Boulos, Ala'a Review updated section 382 shift analysis based on request to extend ESL sale waiver	\$850.00	1.5	\$1,275.00
06/08/2021				
	Boulos, Ala'a Call with C. Chatten, J. Forrest, M. Schreiber, M. Butler, E. Tzavelis, S. Fielding (Deloitte) to discuss request from Cleary regarding extension to stock trading restriction waiver.	\$850.00	0.5	\$425.00
	Chatten, Colin Call with A. Boulos, J. Forrest, M. Schreiber, M. Butler, E. Tzavelis, S. Fielding (Deloitte) to discuss request from Cleary regarding extension to stock trading restriction waiver.	\$450.00	0.5	\$225.00

# Sears Holdings Corporation

## Deloitte Tax LLP

### Fees Sorted by Category for the Fee Period

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
06/08/2021				
Fielding, Stephen	Call with A. Boulos, C. Chatten, J. Forrest, M. Schreiber, M. Butler, E. Tzavelis (Deloitte) to discuss request from Cleary regarding extension to stock trading restriction waiver.	\$725.00	0.5	\$362.50
Forrest, Jonathan	Call with A. Boulos, C. Chatten, M. Schreiber, M. Butler, E. Tzavelis, S. Fielding (Deloitte) to discuss request from Cleary regarding extension to stock trading restriction waiver.	\$975.00	0.5	\$487.50
Schreiber, Mendy	Call with A. Boulos, C. Chatten, J. Forrest, M. Butler, E. Tzavelis, S. Fielding (Deloitte) to discuss request from Cleary regarding extension to stock trading restriction waiver.	\$595.00	0.5	\$297.50
Tzavelis, Elias	Call with A. Boulos, C. Chatten, J. Forrest, M. Schreiber, M. Butler, S. Fielding (Deloitte) to discuss request from Cleary regarding extension to stock trading restriction waiver.	\$850.00	0.5	\$425.00
08/18/2021				
Savage, Tara	Review email correspondence from Debtors' counsel regarding proposed stock sales.	\$725.00	0.2	\$145.00
Savage, Tara	Call with S. Suresh (Deloitte) regarding updates to prior modeling and anticipated impact of proposed stock sales on section 382 shift analysis.	\$725.00	1.4	\$1,015.00
Suresh, Shalini	Call with T. Savage (Deloitte) regarding updates to prior modeling and anticipated impact of proposed stock sales on section 382 shift analysis.	\$450.00	1.4	\$630.00
Suresh, Shalini	Prepare updates to section 382 shift analysis for proposed stock sales.	\$450.00	2.3	\$1,035.00
08/19/2021				
Boulos, Ala'a	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Forrest, T. Savage, S. Shalini (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$850.00	0.2	\$170.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
08/19/2021				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, A. Boulos, J. Forrest, T. Savage, S. Shalini (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$450.00	0.2	\$90.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, A. Boulos, J. Forrest, T. Savage, S. Shalini (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$725.00	0.2	\$145.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, A. Boulos, T. Savage, S. Shalini (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$975.00	0.2	\$195.00
Savage, Tara	Review 382 shift updates and provide review comments	\$725.00	0.6	\$435.00
Savage, Tara	Call with S. Suresh (Deloitte) to review modeling and anticipated shift impact of updates	\$725.00	0.5	\$362.50
Savage, Tara	Call with E. Tzavelis, S. Fielding, C. Chatten, A. Boulos, J. Forrest, S. Shalini (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$725.00	0.2	\$145.00
Suresh, Shalini	Call with E. Tzavelis, S. Fielding, C. Chatten, A. Boulos, J. Forrest, T. Savage, S. Shalini (Deloitte) to discuss inquiry regarding stock transfer restrictions	\$450.00	0.2	\$90.00
Suresh, Shalini	Call with T. Savage (Deloitte) to review modeling and anticipated shift impact of updates	\$450.00	0.5	\$225.00
Suresh, Shalini	Update shift model based on conversation with T. Savage.	\$450.00	1.9	\$855.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, A. Boulos, J. Forrest, T. Savage, S. Shalini (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$850.00	0.2	\$170.00
08/20/2021				
Boulos, Ala'a	Review of Section 382 ownership shift computation	\$850.00	2.2	\$1,870.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
08/24/2021				
Boulos, Ala'a	Call with S. Goldring, E. Remijan, M. Hoenig (Weil), E. Tzavelis, S. Fielding, T. Savage, M. Butler, J. Forrest, C. Chatten (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$850.00	0.9	\$765.00
Chatten, Colin	Call with S. Goldring, E. Remijan, M. Hoenig (Weil), E. Tzavelis, S. Fielding, A. Boulos, T. Savage, M. Butler, J. Forrest (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$450.00	0.9	\$405.00
Fielding, Stephen	Call with S. Goldring, E. Remijan, M. Hoenig (Weil), E. Tzavelis, A. Boulos, T. Savage, M. Butler, J. Forrest, C. Chatten (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$725.00	0.9	\$652.50
Forrest, Jonathan	Call with S. Goldring, E. Remijan, M. Hoenig (Weil), E. Tzavelis, S. Fielding, A. Boulos, T. Savage, M. Butler, C. Chatten (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$975.00	0.9	\$877.50
Savage, Tara	Call with S. Goldring, E. Remijan, M. Hoenig (Weil), E. Tzavelis, S. Fielding, A. Boulos, M. Butler, J. Forrest, C. Chatten (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$725.00	0.9	\$652.50
Tzavelis, Elias	Call with S. Goldring, E. Remijan, M. Hoenig (Weil), S. Fielding, A. Boulos, T. Savage, M. Butler, J. Forrest, C. Chatten (Deloitte) to discuss inquiry regarding stock transfer restrictions.	\$850.00	0.9	\$765.00
08/28/2021				
Chatten, Colin	Review changes net operating loss waiver letter.	\$450.00	0.2	\$90.00
09/01/2021				
Boulos, Ala'a	Review section 382 shift impact based on information related to sale waiver	\$850.00	1.5	\$1,275.00
Savage, Tara	Research information pertaining to upper-tier ownership of Sears Holdings stockholders.	\$725.00	1.0	\$725.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees	
<b><i>Tax Restructuring Services</i></b>					
09/02/2021					
	Savage, Tara	Prepare schedule summarizing upper-tier ownership of Sears Holdings stockholders.	\$725.00	1.2	\$870.00
09/07/2021					
	Savage, Tara	Update projection modeling for revised information pertaining to upper-tier ownership of Sears Holdings stockholders.	\$725.00	2.3	\$1,667.50
09/08/2021					
	Savage, Tara	Call with S. Suresh regarding model updates	\$725.00	0.1	\$72.50
	Suresh, Shalini	Call with T. Savage regarding model updates	\$450.00	0.1	\$45.00
09/09/2021					
	Savage, Tara	Call with S. Suresh to update the shift model for hypothetical sale scenarios	\$725.00	1.1	\$797.50
	Suresh, Shalini	Call with T. Savage to update the shift model for hypothetical sale scenarios	\$450.00	1.1	\$495.00
09/10/2021					
	Savage, Tara	Call with S. Suresh to update the shift model for net operating loss waiver extension and model sale	\$725.00	1.2	\$870.00
	Suresh, Shalini	Call with T. Savage to update the shift model for net operating loss waiver extension and model sale	\$450.00	1.2	\$540.00
09/13/2021					
	Boulos, Ala'a	Review updated section 382 ownership shift analysis	\$850.00	1.0	\$850.00
09/14/2021					
	Boulos, Ala'a	Analyze model impact of hypothetical transactions - involving dispositions by certain 5% shareholders - on the company's cumulative ownership shift percentage	\$850.00	2.0	\$1,700.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
10/07/2021				
	Frausto Cornish, Maria Call with T. Savage to update section 382 analysis for additional sales by shareholder	\$595.00	0.5	\$297.50
	Savage, Tara Call with M. Frausto Cornish to update section 382 analysis for additional sales by shareholder	\$725.00	0.5	\$362.50
10/08/2021				
	Boulos, Ala'a Call with E. Tzavelis, S. Fielding, C. Chatten, F. Forrest, M. Schreiber, T. Savage (Deloitte), S. Goldring, E. Remijan, M. Hoenig (Weil) to discuss inquiry regarding stock transfer restrictions.	\$850.00	1.1	\$935.00
	Chan, Felix Make additional updates to Sears 382 owner shifts model.	\$450.00	1.8	\$810.00
	Chatten, Colin Call with E. Tzavelis, S. Fielding, F. Forrest, A. Boulos, M. Schreiber, T. Savage (Deloitte), S. Goldring, E. Remijan, M. Hoenig (Weil) to discuss inquiry regarding stock transfer restrictions.	\$450.00	1.1	\$495.00
	Fielding, Stephen Call with E. Tzavelis, C. Chatten, F. Forrest, A. Boulos, M. Schreiber, T. Savage (Deloitte), S. Goldring, E. Remijan, M. Hoenig (Weil) to discuss inquiry regarding stock transfer restrictions.	\$725.00	1.1	\$797.50
	Forrest, Jonathan Call with E. Tzavelis, S. Fielding, C. Chatten, A. Boulos, M. Schreiber, T. Savage (Deloitte), S. Goldring, E. Remijan, M. Hoenig (Weil) to discuss inquiry regarding stock transfer restrictions.	\$975.00	1.1	\$1,072.50
	Frausto Cornish, Maria Call with T. Savage to discuss additional updates to Sears 382 owner shifts	\$595.00	0.8	\$476.00
	Frausto Cornish, Maria Review updates to Sears 382 owner shifts	\$595.00	1.2	\$714.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
10/08/2021				
Savage, Tara	Call with E. Tzavelis, S. Fielding, C. Chatten, F. Forrest, A. Boulos, M. Schreiber (Deloitte), S. Goldring, E. Remijan, M. Hoenig (Weil) to discuss inquiry regarding stock transfer restrictions.	\$725.00	1.1	\$797.50
Savage, Tara	Call with M. Frausto Cornish to discuss additional updates to Sears 382 owner shifts	\$725.00	0.8	\$580.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, C. Chatten, F. Forrest, A. Boulos, T. Savage (Deloitte), S. Goldring, E. Remijan, M. Hoenig (Weil) to discuss inquiry regarding stock transfer restrictions.	\$595.00	1.1	\$654.50
10/11/2021				
Chan, Felix	Update Section 382 model	\$450.00	1.7	\$765.00
10/12/2021				
Chan, Felix	Call with T. Savage, M. Frausto-Cornish regarding updates to 382 model in light of potential waiver	\$450.00	1.0	\$450.00
Frausto Cornish, Maria	Call with T. Savage, F. Chan regarding updates to 382 model in light of potential waiver	\$595.00	1.0	\$595.00
Savage, Tara	Call with F. Chan, M. Frausto-Cornish regarding updates to 382 model in light of potential waiver	\$725.00	1.0	\$725.00
10/13/2021				
Frausto Cornish, Maria	Review of pre 2015 historical public information of ownership.	\$595.00	1.4	\$833.00
10/14/2021				
Chan, Felix	Call with M. Frausto-Cornish regarding updates to 382 model in light of potential waiver for Lampert to sell	\$450.00	0.4	\$180.00
Chan, Felix	Analysis of shares held prior to disposition on 8/16/2021	\$450.00	2.2	\$990.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
10/14/2021				
	Frausto Cornish, Maria Call with F. Chan regarding updates to 382 model in light of potential waiver for Lampert to sell	\$595.00	0.4	\$238.00
10/15/2021				
	Frausto Cornish, Maria Review of workbook related to updates to 382 model in light of potential waiver	\$595.00	2.0	\$1,190.00
10/18/2021				
	Frausto Cornish, Maria Prepare summary of family ownership	\$595.00	1.4	\$833.00
10/20/2021				
	Boulos, Ala'a Call with T. Savage regarding 382 model update progress relating to ownership.	\$850.00	0.3	\$255.00
	Savage, Tara Call with A. Boulos regarding 382 model update progress relating to ownership.	\$725.00	0.3	\$217.50
10/21/2021				
	Savage, Tara Update 382 model for historic ownership tracing;	\$725.00	1.5	\$1,087.50
	Savage, Tara Prepare model comparing certain ownership with information found in filings and distribution waivers	\$725.00	1.0	\$725.00
10/22/2021				
	Savage, Tara Update 382 model for summary to project shift impact from sales	\$725.00	1.0	\$725.00
	Savage, Tara Update 382 model for direct account ownership to project shift impact from sales	\$725.00	2.0	\$1,450.00
	Savage, Tara Complete model comparing ownership with information found in filings and distribution waivers	\$725.00	1.5	\$1,087.50
10/25/2021				
	Boulos, Ala'a Call with M. Frausto-Cornish and T. Savage regarding review of updates to 382 model, and 382 projection results	\$850.00	0.4	\$340.00
	Boulos, Ala'a Review of section 382 ownership shift modeling related to potential sales of equity	\$850.00	1.2	\$1,020.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
10/25/2021				
	Frausto Cornish, Maria Call with T. Savage regarding updates to 382 model and projections	\$595.00	0.8	\$476.00
	Frausto Cornish, Maria Call with A. Boulos and T. Savage regarding review of updates to 382 model, and 382 projection results	\$595.00	0.4	\$238.00
	Savage, Tara Call with M. Frausto Cornish regarding updates to 382 model and projections	\$725.00	0.8	\$580.00
	Savage, Tara Call with M. Frausto-Cornish and A. Boulos regarding review of updates to 382 model, and 382 projection results	\$725.00	0.4	\$290.00
	Savage, Tara Call with T. Wright to walk through 382 analysis to check owner shift computations	\$725.00	0.5	\$362.50
	Wright, Tory Call with T. Savage to walk through 382 analysis to check owner shift computations	\$450.00	0.5	\$225.00
10/26/2021				
	Boulos, Ala'a Review of section 382 ownership shift modeling related to potential sales of equity	\$850.00	2.5	\$2,125.00
	Butler, Mike Call with E. Tzavelis, S. Fielding, C. Chatten, T. Hermanson (Deloitte), S. Goldring, E. Remijan (Weil) to discuss inquiry concerning certain tax returns and potential refunds of the Estate.	\$725.00	0.4	\$290.00
	Chatten, Colin Call with E. Tzavelis, S. Fielding, M. Butler, T. Hermanson (Deloitte), S. Goldring, E. Remijan (Weil) to discuss inquiry concerning certain tax returns and potential refunds of the Estate.	\$450.00	0.4	\$180.00
	Fielding, Stephen Call with E. Tzavelis, C. Chatten, M. Butler, T. Hermanson (Deloitte), S. Goldring, E. Remijan (Weil) to discuss inquiry concerning certain tax returns and potential refunds of the Estate.	\$725.00	0.4	\$290.00
	Hermanson, Thomas Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler (Deloitte), S. Goldring, E. Remijan (Weil) to discuss inquiry concerning certain tax returns and potential refunds of the Estate.	\$850.00	0.4	\$340.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees	
<b><i>Tax Restructuring Services</i></b>					
10/29/2021					
	Boulos, Ala'a	Review net operating loss waiver extension	\$850.00	1.2	\$1,020.00
	Butler, Mike	Read U.S. federal income tax return for Sears Holdings Corporation and related statements	\$725.00	1.6	\$1,160.00
	Fielding, Stephen	Call with M. Korycki (M-III), L. Meerschaert (Sears) regarding estate tax return preparation.	\$725.00	0.6	\$435.00
11/01/2021					
	Butler, Mike	Review statements and forms of U.S. federal income tax return for Sears Holdings Corporation	\$725.00	1.9	\$1,377.50
11/03/2021					
	Chatten, Colin	Review information provided by the Estate pertaining to U.S. federal income tax returns of Sears Holdings Corporation.	\$450.00	1.5	\$675.00
11/04/2021					
	Chatten, Colin	Call with E. Tzavelis, M. Butler, S. Fielding, J. Forrest, M. Schreiber (Deloitte) regarding timing of certain tax reorganization transactions.	\$450.00	1.1	\$495.00
	Fielding, Stephen	Call with E. Tzavelis, M. Butler, J. Forrest, M. Schreiber, C. Chatten (Deloitte) regarding timing of certain tax reorganization transactions.	\$725.00	1.1	\$797.50
	Forrest, Jonathan	Call with E. Tzavelis, M. Butler, S. Fielding, M. Schreiber, C. Chatten (Deloitte) regarding timing of certain tax reorganization transactions.	\$975.00	1.1	\$1,072.50
	Forrest, Jonathan	Call with M. Schreiber (Deloitte) regarding timing of certain tax reorganization transactions.	\$975.00	0.5	\$487.50
	Schreiber, Mendy	Call with E. Tzavelis, M. Butler, S. Fielding, J. Forrest, M. Schreiber, C. Chatten (Deloitte) regarding timing of certain tax reorganization transactions.	\$595.00	1.1	\$654.50

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
11/04/2021				
	Schreiber, Mendy Call with J. Forrest (Deloitte) regarding timing of certain tax reorganization transactions.	\$595.00	0.5	\$297.50
	Schreiber, Mendy Research timing of G reorganization.	\$595.00	0.9	\$535.50
11/11/2021				
	Chan, Felix Call with M. Frausto Cornish to discuss additional updates to Sears 382 owner shifts	\$450.00	0.4	\$180.00
	Chan, Felix Update Sears 382 owner shifts	\$450.00	1.1	\$495.00
	Frausto Cornish, Maria Call with F. Chan to discuss additional updates to Sears 382 owner shifts	\$595.00	0.4	\$238.00
	Savage, Tara Update 382 model	\$725.00	0.5	\$362.50
11/12/2021				
	Boulos, Ala'a Review section 382 ownership shift related to waiver request	\$850.00	1.0	\$850.00
	Butler, Mike Review revised U.S. federal income tax return for Sears Holdings Corporation and related summary of observations regarding the same.	\$725.00	1.2	\$870.00
	Fielding, Stephen Call with J. Forrest (Deloitte) to discuss updates to the U.S. federal income tax return of Sears Holdings Corporation	\$725.00	0.4	\$290.00
	Fielding, Stephen Analyze updates to the U.S. federal income tax return of Sears Holdings Corporation.	\$725.00	1.9	\$1,377.50
	Forrest, Jonathan Call with S. Fielding (Deloitte) to discuss updates to the U.S. federal income tax return of Sears Holdings Corporation.	\$975.00	0.4	\$390.00
	Frausto Cornish, Maria Review and update Sears 382 owner shifts	\$595.00	2.2	\$1,309.00
	Savage, Tara Review 382 update and projections	\$725.00	0.5	\$362.50
11/16/2021				
	Boulos, Ala'a Call with M. Frausto Cornish and T. Savage regarding projection updates	\$850.00	0.5	\$425.00
	Frausto Cornish, Maria Call with T. Savage regarding revisions to model and low point reconciliation	\$595.00	1.0	\$595.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
11/16/2021				
	Frausto Cornish, Maria Call with A. Boulos and T. Savage regarding projection updates	\$595.00	0.5	\$297.50
	Savage, Tara Call with M. Frausto Cornish regarding revisions to model and low point reconciliation	\$725.00	1.0	\$725.00
	Savage, Tara Call with M. Frausto Cornish and A. Boulos regarding projection updates	\$725.00	0.5	\$362.50
	Savage, Tara Perform reconciliations on low point in 382 model.	\$725.00	0.7	\$507.50
11/17/2021				
	Frausto Cornish, Maria Draft summary of updates to 382 model	\$595.00	1.2	\$714.00
11/18/2021				
	Boulos, Ala'a Call with M. Frausto Cornish and T. Savage regarding update to 382 model and revisions	\$850.00	0.5	\$425.00
	Frausto Cornish, Maria Call with A. Boulos and T. Savage regarding update to 382 model and revisions	\$595.00	0.5	\$297.50
	Frausto Cornish, Maria Call with T. Savage regarding updating revisions to model to confirm low point for projections	\$595.00	1.0	\$595.00
	Savage, Tara Call with M. Frausto Cornish and A. Boulos regarding update to 382 model and revisions	\$725.00	0.5	\$362.50
	Savage, Tara Call with M. Frausto Cornish regarding updating revisions to model to confirm low point for projections	\$725.00	1.0	\$725.00
11/23/2021				
	Savage, Tara Call with S. Suresh to discuss final updates and projections for year end delivery of section 382 shift analysis.	\$725.00	0.3	\$217.50
	Suresh, Shalini Call with T. Savage to discuss final updates and projections for year end delivery of section 382 shift analysis.	\$450.00	0.3	\$135.00
11/30/2021				
	Boulos, Ala'a Update section 382 shift analysis related to potential sales	\$850.00	2.0	\$1,700.00

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

Date	Description	Rate	Hours	Fees
<b><i>Tax Restructuring Services</i></b>				
12/01/2021				
Savage, Tara	Call with S. Suresh regarding revisions to 382 analysis and updates prior to year end delivery.	\$725.00	1.2	\$870.00
Suresh, Shalini	Call with T. Savage regarding revisions to 382 analysis and updates prior to year end delivery.	\$450.00	1.2	\$540.00
12/09/2021				
Boulos, Ala'a	Update ownership shift	\$850.00	1.5	\$1,275.00
Subtotal for Tax Restructuring Services:				336.4 \$239,491.50
<b>Total</b>			<b>372.8</b>	<b>\$257,411.50</b>

**Recapitulation**

Name	Rate	Hours	Fees
Bryan, Michael	\$975.00	5.0	\$4,875.00
Forrest, Jonathan	\$975.00	16.4	\$15,990.00
Penico, Victor	\$975.00	2.2	\$2,145.00
Boulos, Ala'a	\$850.00	33.7	\$28,645.00
Corretjer, Michelle	\$850.00	3.1	\$2,635.00
Dugan, Mike	\$850.00	1.9	\$1,615.00
Fein, Brad	\$850.00	5.5	\$4,675.00
Hermanson, Thomas	\$850.00	0.7	\$595.00
Kohberger, Mary Pat	\$850.00	1.0	\$850.00
Miller, Christian	\$850.00	0.4	\$340.00
Rossen, Michael	\$850.00	0.3	\$255.00
Stoops, Kenn	\$850.00	0.5	\$425.00
Sullivan, Brian	\$850.00	45.6	\$38,760.00
Tzavelis, Elias	\$850.00	14.8	\$12,580.00
Anand, Rajiv	\$725.00	2.0	\$1,450.00
Butler, Mike	\$725.00	34.9	\$25,302.50

**Sears Holdings Corporation****Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

April 01, 2020 - December 31, 2021

**Recapitulation**

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Fees</b>
Espinola, Jonathan	\$725.00	11.7	\$8,482.50
Fielding, Stephen	\$725.00	22.2	\$16,095.00
Savage, Tara	\$725.00	40.0	\$29,000.00
Caplan, Donald	\$595.00	0.5	\$297.50
Frausto Cornish, Maria	\$595.00	16.7	\$9,936.50
Modi, Archita	\$595.00	2.0	\$1,190.00
Schreiber, Mendy	\$595.00	31.0	\$18,445.00
Chan, Felix	\$450.00	8.6	\$3,870.00
Chatten, Colin	\$450.00	23.6	\$10,620.00
McDonald, Carisa	\$450.00	1.3	\$585.00
Suresh, Shalini	\$450.00	18.8	\$8,460.00
Wright, Tory	\$450.00	0.5	\$225.00
Allegretti, Joe	\$325.00	1.6	\$520.00
Chatten, Colin	\$325.00	22.4	\$7,280.00
McDonald, Carisa	\$325.00	3.9	\$1,267.50

Deloitte Tax LLP  
111 S. Wacker Drive  
Chicago, Illinois 60606-4301  
Telephone: 312-486-9858  
Thomas C. Hermanson  
Tax Services Provider

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et  
al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 18-23538 (RDD)  
(Jointly Administered)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS  
FOR PROFESSIONALS IN RESPECT OF FIFTH INTERIM FEE APPLICATION  
OF DELOITTE TAX LLP FOR COMPENSATION FOR SERVICES RENDERED  
AS TAX SERVICES PROVIDER FOR THE DEBTORS  
FOR THE PERIOD APRIL 1, 2020 THROUGH DECEMBER 31, 2021**

THOMAS C. HERMANSON, deposes and says:

1. I am a managing director of Deloitte Tax LLP ("Deloitte Tax"), which has an office located at 111 S. Wacker Drive, Chicago, Illinois 60606. I make this certification in connection with the fifth interim fee application (the "Application") of Deloitte Tax, in the above-

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1 The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innnovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears de Puerto Rico, Inc. (3626)); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit , LLC (f/k/a Sears Brands Business Unit Corporation (4658)); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19<sup>th</sup> Floor, New York, NY 10019.

captioned debtors' (the "Debtors") chapter 11 cases.

2. I submit this certification with respect to Deloitte Tax's compliance with and pursuant to the Court's General Order M-447, the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York adopted by the Court on November 25, 2009 (the "Local Guidelines"), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. 330 adopted on January 30, 1996 (the "UST Guidelines") (collectively, and with the Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated November 16, 2018 (Docket No. 796) (the "Compensation Order"), the "Guidelines").

3. In compliance with the Guidelines, I hereby certify that:

a. I have read the Application and am familiar with the services for which compensation is being sought that are described therein;

b. To the best of my knowledge, information and belief, the fees and disbursement sought in the Application are in substantial compliance with the Guidelines.

c. The fees and disbursements sought in the Application are billed at rates or in accordance with practice customarily employed by Deloitte Tax for similar services and generally accepted by Deloitte Tax's clients.

d. Deloitte Tax has not made a profit with respect to the expenses requested in the Application.

e. No agreement or understanding exists between Deloitte Tax and any other non-affiliated or unrelated person or persons for the sharing of compensation received or to be received for professional services rendered in or in connection with these chapter 11 cases.

g. Deloitte Tax has not entered into any agreement with the office of

the United States Trustee, the Debtors (other than the engagement agreements referenced in the Application), any creditor or any other party in interest, for the purpose of fixing the amount of any of the fees or other compensation allowed out of or paid from the assets of the Debtors.

h. Copies of the Application were provided to the appropriate parties on or about the date set for the filing of Applications by the Compensation Order.

/s/ Thomas C. Hermanson  
\_\_\_\_\_  
Declarant: Thomas C. Hermanson  
Title: Managing Director

Dated: May 11, 2022